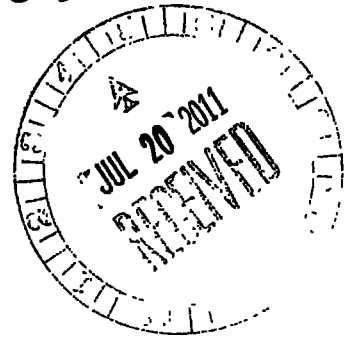


230651

BAKER & MILLER PLLC

ATTORNEYS and COUNSELLORS
2401 PENNSYLVANIA AVENUE, NW
SUITE 300
WASHINGTON, DC 20037
TELEPHONE (202) 663-7820
FACSIMILE (202) 663-7849

WILLIAM A. MULLINS



(202) 663-7823 (Direct Dial)
E-Mail: wmullins@bakerandmiller.com

July 20, 2011

BY HAND DELIVERY

Cynthia T. Brown, Chief
Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

FEE RECEIVED

JUL 20 2011

TRANSPORTATION BOARD

Re: *Alabama & Florida Railway Co., Inc. – Abandonment Exemption – In Geneva, Coffee and Covington, Counties, AL, STB Docket No. AB-1073X*

Dear Ms. Brown:

Pursuant to the Board's abandonment class exemption procedures for lines with no local business for at least two years (49 C.F.R. Part 1152, Subpart F), enclosed are an original and 11 copies of a verified abandonment notice of exemption encompassing the entire line of the Alabama & Florida Railway Co., Inc.

A check in the amount of \$3,600.00 is enclosed to cover the applicable filing fee.

Please acknowledge receipt and filing of this notice of exemption by date stamping the enclosed eleventh copy and returning it to the courier to return to me.

FILED
JUL 20 2011
**SURFACE
TRANSPORTATION BOARD**

Sincerely,

William A. Mullins
Attorney for Alabama & Florida
Railway Co., Inc.

Enclosures
cc: J. Michael Carr

ENTERED
Office of Proceedings

JUL 20 2011

Part of
Public Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB Docket No. AB-1073X

**ALABAMA & FLORIDA RAILWAY CO., INC.
- ABANDONMENT EXEMPTION -
IN GENEVA, COFFEE AND COVINGTON COUNTIES, AL**

EXEMPTION NOTICE



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JUL 20 2011
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TRANSPORTATION BOARD

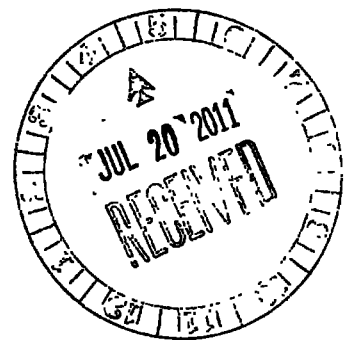
FILED
JUL 20 2011
**SURFACE
TRANSPORTATION BOARD**

**William A. Mullins
Robert A. Wimbish
BAKER & MILLER PLLC
2401 Pennsylvania Ave., NW
Suite 300
Washington, DC 20037
Tel: (202) 663-7823
Fax: (202) 663-7849**

July 20, 2011

**Attorneys for Alabama & Florida
Railway Co., Inc.**

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**



STB Docket No. AB-1073X

**ALABAMA & FLORIDA RAILWAY CO., INC.
– ABANDONMENT EXEMPTION –
IN GENEVA, COFFEE AND COVINGTON COUNTIES, AL**

EXEMPTION NOTICE

Alabama & Florida Railway Co., Inc. (“A&F”) hereby submits the following notice of exemption pursuant to 49 C.F.R. Part 1152, Subpart F (Exempt Abandonments and Discontinuances of Service and Trackage Rights), to abandon approximately 42.9 miles of railroad (hereinafter, the “Line”) extending from milepost 581.3 at Andalusia, AL, to milepost 624.2 at Geneva, AL. The Line constitutes the entirety of the A&F rail system. In accordance with the requirements of 49 C.F.R. §§ 1152.50(b) and (d), A&F provides the following information in support of its abandonment notice:

Proposed Consummation Date: 49 C.F.R. § 1152.50(d)(2)

The abandonment will be consummated on or after September 8, 2011 (50 days after filing the notice of exemption).

Certification: 49 C.F.R. § 1152.50(b)

A&F certifies that the Line satisfies the criteria for abandonment under the exemption provisions at 49 C.F.R. Part 1152, Subpart F. See Verification of J. Michael Carr, President, Alabama & Florida Railway Co., Inc., attached hereto as Exhibit A. During the past two years, there has been no local common carrier service provided over the Line nor have there been any

requests for common carrier service during that period, but portions of the Line have been used for purposes of freight car storage. Usage of the line for freight car storage does not disqualify A&F from invoking the Board's notice of exemption procedures for abandonments.¹

Additional Information Required: 49 C.F.R. §§ 1152.22(a)(1)-(4), (7)-(8) and (e)(4)

Exact name of applicant (49 C.F.R. § 1152.22(a)(1)):

Alabama & Florida Railway Co., Inc.

Whether applicant is a common carrier by railroad (49 C.F.R. § 1152.22(a)(2)):

A&F is a Class III common carrier by railroad subject to the Board's jurisdiction under 49 U.S.C. Subtitle IV.

Relief sought (49 C.F.R. § 1152.22(a)(3)):

A&F has invoked the Board's two-year-out-of-service class exemption procedures to abandon approximately 42.9 miles of railroad extending from milepost 581.3 at Andalusia, AL, to milepost 624.2 at Geneva, AL.

Map (49 C.F.R. § 1152.22(a)(4)):

A detailed map showing the location of the Line is attached hereto as Exhibit B.

Applicant's representative (49 C.F.R. § 1152.22(a)(7)):

A&F's representative to whom correspondence regarding this abandonment should be sent as follows:

William A. Mullins
Robert A. Wimbish
BAKER & MILLER PLLC

¹ See, e.g., Indiana Southwester Railway Co. – Abandonment Exemption – In Posey and Vanderburgh Counties, Ind., STB Docket No. AB 1065X (STB served Dec. 23, 2010); cf., The New York, Susquehanna and Western Railway Corporation – Discontinuance of Service Exemption--in Broome and Chenango Counties, NY, STB Docket No. AB-286 (Sub-No. 5X) (STB served Aug. 25, 2008) (distinguishing railcar storage, a private service, from common carrier service).

2401 Pennsylvania Ave., NW, Suite 300
Washington, DC 20037
Tel: (202) 663-7823
Fax: (202) 663-7849

USPS ZIP codes (49 C.F.R. § 1152.22(a)(8)):

The Line lies within the following U.S. Postal Service ZIP Codes territories: 36340, 36420, 36421, 36453, 36467, and 36477.

Rural and Community Impact (49 C.F.R. § 1152.22(e)(4)):

Because the Line has been dormant for over two years, A&F anticipates no adverse rural or community impact will result from the proposed abandonment. For the same reason, there will be no effect on regional or local transportation systems and patterns as a result of A&F's abandonment, and there will be no diversion of traffic to other transportation systems or modes.

A&F does not own title to the real property comprising the railroad's right-of-way ("ROW"). Rather, title to the ROW remained with CSX Transportation, Inc. ("CSXT"). In the original 1986 transaction to which the Line was sold to an unaffiliated short line railroad predecessor of A&F,² CSXT's predecessor, Seaboard System Railroad, Inc., conveyed to Alabama & Florida Railroad, Inc. the common carrier obligation associated with the Line, but it retained for itself an ownership interest in the underlying real estate and remained as a lessor of the Line's ROW. A&F acquired the Line subject to this arrangement with CSXT³, and is pursuing this abandonment on the understanding that it is the appropriate entity to do so and that

² Alabama & Florida Railroad, Inc. – Acquisition and Operation – Exemption, 51 FR 22869 (Jun. 23, 1986).

³ Alabama & Florida Ry., Co. – Purchase and Operation Exemption -- Alabama and Florida Inc., F.D. No. 32191, 57 FR 56591 (Nov. 30, 1992); Pioneer Railcorp., Continuance in Control Exemption for Alabama & Florida Railway Co.; Exemption, F.D. No. 32178, 57 FR 56591 (Nov. 30, 1992).

CSXT does not need to file its own abandonment authority or otherwise join in this request.⁴ If CSXT is amenable to such an arrangement, A&F believes that the ROW might be suitable for other public purposes, such as for interim trail use.

The Line does not contain federally-granted right-of-way. As appropriate, A&F is willing promptly to make available any information in its possession to anyone so requesting it.

Labor Protection

Where, as here, A&F proposes to abandon its entire line, the Board does not normally impose labor protection under 49 U.S.C. § 10502(g) (and Oregon Short Line R. Co. – Abandonment – Goshen, 360 I.C.C. 91 (1979)), unless there is evidence indicating that: (1) a corporate affiliate of A&F will continue substantially similar rail operations; or (2) A&F's corporate parent will realize substantial financial benefits over and above relief from the burden of deficit operations by its subsidiary railroad.⁵ A&F does not have a corporate affiliate that will assume operation of the Line, nor would A&F's corporate parent benefit from the proposed abandonment over and above relief from the burden of deficit operations by its subsidiary railroad. Accordingly, employee protection conditions should not be imposed here.

⁴ See Seminole Gulf Railway Company – Abandonment Exemption – In Lee County, FL, Docket No. AB-400 (Sub-No. 2X) (ICC Served Dec. 22, 1994), 1994 ICC LEXIS 278, *11-*12 (“CSXT need not obtain our authority to abandon this line . . . CSXT's interest in the line is solely that of the owner of the underlying right-of-way. We have previously recognized that the common carrier obligation can be separated from the underlying right-of-way and fixed assets of a rail line. Similarly, we have separated the ownership of the underlying right of way from the common carrier obligation and the ownership of the track . . . Here, the parties have separated CSXT's property interest in underlying right-of-way from the common carrier obligation transferred to [the short line carrier] along with the track and facilities. There is nothing of record indicating that CSXT retained any operating functions or exerted any control over [the short line's] operation of any of the lines”) (footnote and citations omitted).

⁵ See Honey Creek R.R.–Aban. Exemption.–in Henry County, Ind., AB 865X (STB served Aug. 20, 2004); Wellsville, Addison & Galetton R.R.–Aban., 354 I.C.C. 744 (1978); and Northampton and Bath R.R.–Aban., 354 I.C.C. 784 (1978).

Nevertheless, there are no A&F employees who will lose their job or otherwise be adversely affected as a result of the abandonment.

Certifications

Attached hereto as Exhibit C are Certificates of Service and Publication certifying that A&F has complied with the notice and newspaper publication requirements set forth at 49 C.F.R. § 1152.50(d)(1) and 49 C.F.R. § 1105.12, respectively. Attached as Exhibit D is a certification of compliance with the advance notice requirements for Environmental and Historic Reports as set forth at 49 C.F.R. § 1105.11.

Environmental and Historic Report

In keeping with its certification of compliance with the provisions of 49 C.F.R. § 1105.11, A&F has prepared a consolidated Environmental and Historic Report ("E&HR") conforming to the requirements of 49 C.F.R. §§ 1105.7 and 1105.8. A copy of that E&HR was previously served upon the Board's Office of Environmental Analysis, but is also attached hereto as Attachment 1 to Exhibit D (A&F's section 1105.11 certification).

Respectfully submitted,



William A. Mullins
Robert A. Wimbish
BAKER & MILLER PLLC
2401 Pennsylvania Ave., NW
Suite 300
Washington, DC 20037
Tel: (202) 663-7823
Fax: (202) 663-7849

Attorneys for Alabama & Florida
Railway Co., Inc.

July 20, 2011

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB Docket No. AB-1073X

**ALABAMA & FLORIDA RAILWAY CO., INC.
– ABANDONMENT EXEMPTION –
IN GENEVA, COFFEE AND COVINGTON COUNTIES, AL**

EXEMPTION NOTICE

EXHIBIT A

VERIFICATION

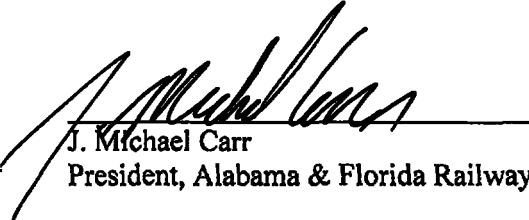
VERIFICATION

I, J. Michael Carr, President of Alabama & Florida Railway Co., Inc. ("A&F") hereby verify and certify that no local traffic has moved over A&F's rail line extending from milepost 581.3 at Andalusia, AL, to milepost 624.2 at Geneva, AL (the "Line"), for at least two years. The Line, incidentally, comprises the entirety of A&F's rail system.

I also hereby verify and certify that there is no overhead traffic on the Line that has been, or would need to be, rerouted as a result of the proposed abandonment. I further verify and certify that no formal complaint filed by a user of rail service on the Line (or filed by a state or local government entity acting on behalf of such user) regarding cessation of service over the Line either is pending with this Board or any U.S. District Court or has been decided in favor of the complainant within the said two-year period. I also certify that I am duly authorized to make this verification.

I hereby verify that the information contained in the foregoing abandonment notice of exemption is true and correct to the best of my information and belief.

Dated: July 19, 2011


J. Michael Carr
President, Alabama & Florida Railway Co., Inc.

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

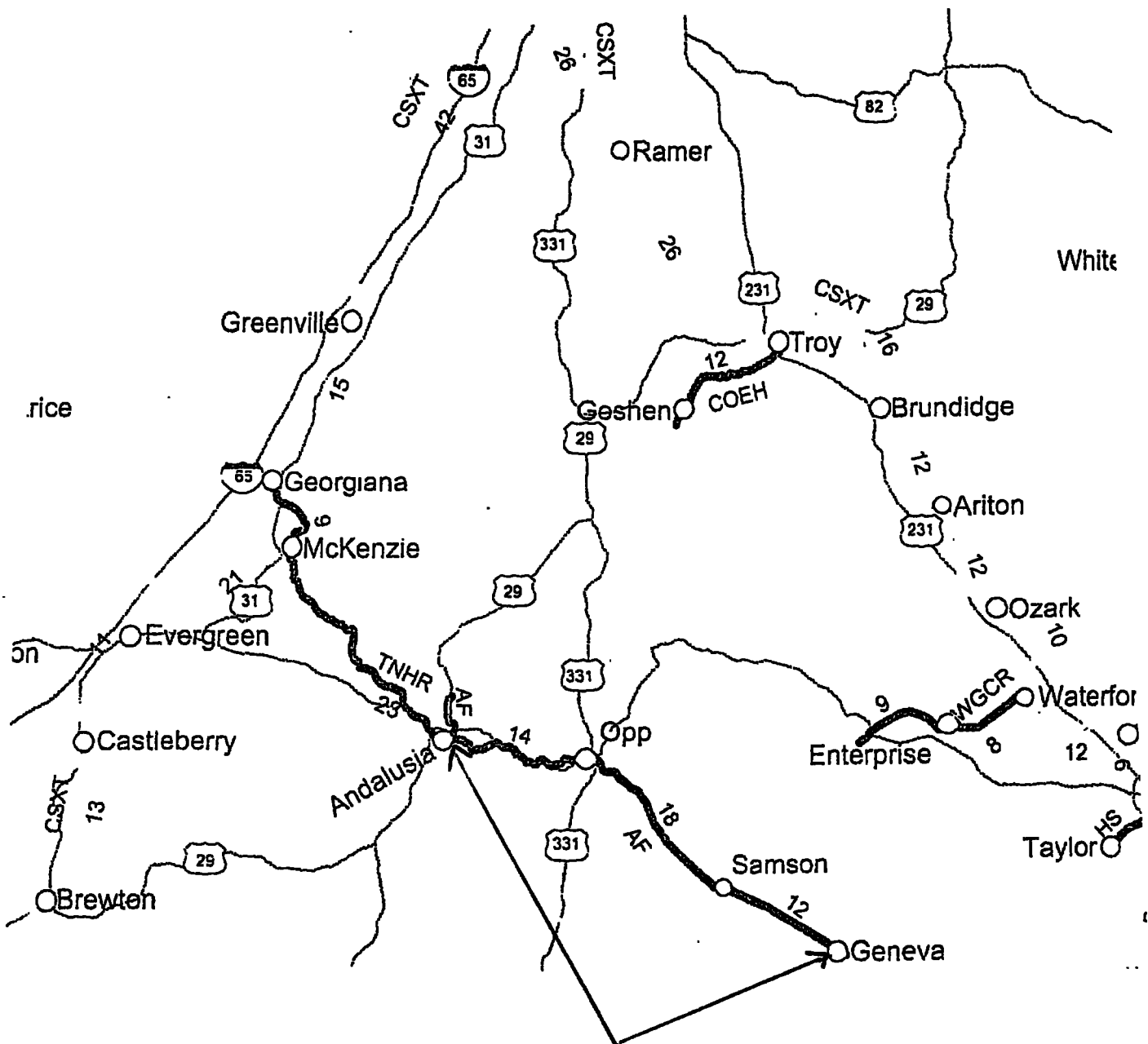
STB Docket No. AB-1073X

**ALABAMA & FLORIDA RAILWAY CO., INC.
– ABANDONMENT EXEMPTION –
IN GENEVA, COFFEE AND COVINGTON COUNTIES, AL**

EXEMPTION NOTICE

EXHIBIT B

MAP



Alabama & Florida Railway Line
from Andalusia, AL to Geneva, AL

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB Docket No. AB-1073X

**ALABAMA & FLORIDA RAILWAY CO., INC.
– ABANDONMENT EXEMPTION –
IN GENEVA, COFFEE AND COVINGTON COUNTIES, AL**

EXEMPTION NOTICE

EXHIBIT C

**CERTIFICATIONS OF
SERVICE/PUBLICATION**

Certificate of Service

49 C.F.R. § 1152.50(d)(1) – Notice

I certify that, in accordance with the requirements of 49 C.F.R. § 1152.50(d)(1), I served the following parties with the written notice of intent of Alabama & Florida Railway Co., Inc., to use the Board's notice of exemption procedures to abandon approximately 42.9 miles of railroad line located in Geneva, Coffee, and Covington Counties, AL:


Britt Roberts, Director
Public Service Commission of Alabama
Transportation Division
P.O. Box 304260
Montgomery, AL

David Dorfman
SDDC TEA
Railroads for National Defense
709 Ward Dr., Bldg. 1990
Scott AFB, IL 62225

Charlie Stockman
National Park Service
Rivers & Trails Conservation Program
1201 Eye Street, NW, 9th Floor (Org. Code 2220)
Washington, D.C. 20005

Thomas L. Tidwell, Chief
Forest Service
U.S. Department of Agriculture
Sidney R. Yates Federal Building
201 14th Street SW
Washington, DC 20024

July 20, 2011



Robert A. Wimbish
Attorney for Alabama & Florida
Railway Co., Inc.

Certificate of Publication

49 C.F.R. 1105.12 – Newspaper Notice

I certify that a "Notice of Intent to Abandon" was published in the form prescribed by the Board for a Notice of Exemption (49 C.F.R. § 1105.12). The notice was published one time each in the Opp News (July 14, 2011), The Enterprise Ledger (July 15, 2011), and the Geneva Reaper (July 20, 2011), newspapers of general circulation, respectively, in Covington, Coffee, and Geneva Counties, AL, through which the Line traverses.

July 20, 2011



Robert A. Wimbish
Attorney for Alabama & Florida
Railway Co., Inc.

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB Docket No. AB-1073X

**ALABAMA & FLORIDA RAILWAY CO., INC.
– ABANDONMENT EXEMPTION –
IN GENEVA, COFFEE AND COVINGTON COUNTIES, AL**

EXEMPTION NOTICE

EXHIBIT D

**CERTIFICATION OF COMPLIANCE
WITH ENVIRONMENTAL AND
HISTORIC REPORT REQUIREMENTS**

Certificate of Compliance

49 C.F.R. § 1105.11 – Advance Distribution of Environmental and Historic Report

I hereby certify that, on June 23, 2011, a copy of Alabama & Florida Railway Co., Inc.'s Consolidated Environmental and Historic Report (appended hereto as Attachment 1) for the proposed abandonment encompassed by STB Docket No. AB-1073X, along with a transmittal letter conforming to the requirements of 49 C.F.R. § 1105.11, was served upon the following entities as prescribed by 49 C.F.R. §§ 1105.7(b) and 1105.8(c) (a sample copy of the transmittal letters is also appended hereto as part of Attachment 1):

State Clearinghouse

Alabama Department of Transportation
1409 Coliseum Blvd
Montgomery, AL 36110

Mayor H.D. Edgar
City of Opp, Alabama
101 Main Street
Opp, AL 36467

State Environmental Protection Agency

Lance R. LeFleur, Director
Alabama Department of Environmental
Management
1400 Coliseum Boulevard
Montgomery, Alabama 36130-1463

Jim Thompson, Chairman
Coffee County, Alabama
2 County Complex
New Brockton, Alabama 36351

State Coastal Zone Management

Alabama Department of Environmental
Management ("ADEM")
Attn: Coastal Program
4171 Commanders Drive
Mobile, Alabama 36615-1421

Fred Hamic, Chairman
Geneva County Commission
Geneva County, Alabama
P.O. Box 420
Geneva, AL 36340

Head of each county and/or political entity

Chairman Lynn Sasser
Office of Covington County Commission
P.O. Box 188, 260 Hillcrest Drive
Andalusia, Alabama 36420

Wynnton Melton, Mayor
City of Geneva
517 South Commerce St.
Geneva, AL 36340-2420

Councilman Rufus Lee
City of Geneva
517 South Commerce St.
Geneva, AL 36340-2420

Mayor Earl Johnson
City of Andalusia
PO Box 429
Andalusia, Alabama 36420

Clay King, Mayor
City of Samson
104 East Main Street
Samson, AL 36477

Regional Office of the Environmental Protection Agency

Gwendolyn Keyes Fleming, Regional Administrator
U.S. Environmental Protection Agency
Region 4
Sam Nunn Atlanta Federal Center
61 Forsyth Street, SW
Atlanta, GA 30303

The US Fish & Wildlife Service

Patrick Leonard, Assistant Regional Director
U.S. Fish & Wildlife Service
Region 4 (AL, AR, FL, GA, KY, LA, MS, NC, SC, TN, PR/Virgin Islands)
Century Center
1875 Century Boulevard, Suite 400
Atlanta, GA 30345

U.S. Fish & Wildlife Service
Daphne Ecological Services Field Office
1208 B Main Street
Daphne, Alabama 36525-4419

U.S. Army Corp of Engineers

Rudy Villarreal
Regulatory Affairs
Inland Team South
U.S. Army Engineer District, Mobile
P.O. Box 2288
Mobile, AL 36628-0001

Planning & Environmental Division
U.S. Army Engineer District, Mobile
P.O. Box 2288
Mobile, AL 36628-0001

Real Estate Division
U.S. Army Engineer District, Mobile
P.O. Box 2288
Mobile, AL 36628-0001

The National Park Service

David Vela, Regional Director
National Park Service
100 Alabama Street, SW
1924 Building
Atlanta, GA 30303

Charlie Stockman
Rivers, Trails and Conservation Assistance Program

National Park Service
RTCA Program
1201 Eye St., NW, 9th Floor (Org Code 2240)
Washington, DC 20005

Natural Resources Conservation Service

Dr. William Bill Puckett
USDA, Natural Resources Conservation Service
P.O. Box 311
3381 Skyway Drive
Auburn, AL 36830

US Soil Conservation Service

Dave White, Chief
USDA, NRCS, Office of the Chief
1400 Independence Ave., SW, Rm. 5105-A
Washington, DC 20250

National Geodetic Survey

Juliana Blackwell, Director
National Geodetic Survey
1315 East-West Highway
Silver Spring, MD 20910-3282

State Historic Preservation

Frank W. White
Alabama Historical Commission
468 South Perry Street
P. O. Box 300900
Montgomery, AL 36130-0900


Public Service Commission
Britt Roberts, Director
Public Service Commission of Alabama
Transportation Division
P.O. Box 304260
Montgomery, AL 36130

**Department of Defense (Military Traffic
Management Command, Transportation
Engineering Agency, Railroads for
National Defense Program)**
David Dorfman
SDDC TEA
Railroads for National Defense
709 Ward Dr., Bldg. 1990
Scott AFB, IL 62225

**The National Park Service, Recreation
Resources Assistance Division**
Charlie Stockman
National Park Service
Rivers & Trails Conservation Program
1201 Eye Street, NW, 9th Floor (Org. Code
2220)
Washington, D.C. 20005

**U.S. Department of Agriculture, Chief of
the Forest Service**
Thomas L. Tidwell, Chief
Forest Service
U.S. Department of Agriculture
Sidney R. Yates Federal Building
201 14th Street SW
Washington, DC 20024

July 20, 2011


Robert A. Wimbish
Attorney for Alabama & Florida
Railway Co., Inc.

ATTACHMENT 1
ENVIRONMENTAL AND HISTORIC REPORT
INCLUDING SAMPLE TRANSMITTAL LETTER

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB Docket No. AB-1073X

**ALABAMA & FLORIDA RAILWAY CO., INC.
- ABANDONMENT EXEMPTION -
IN GENEVA, COFFEE, AND COVINGTON COUNTIES, AL**

ENVIRONMENTAL AND HISTORIC REPORT

**William A. Mullins
Robert A. Wimbish
BAKER & MILLER PLLC
2401 Pennsylvania Ave., NW
Suite 300
Washington, DC 20037
Tel: (202) 663-7823
wmullins@bakerandmiller.com**

June 23, 2011

**Attorneys for Alabama & Florida
Railway Co., Inc.**

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB Docket No. AB-1073X

**ALABAMA & FLORIDA RAILWAY CO., INC.
– ABANDONMENT EXEMPTION –
IN GENEVA, COFFEE AND COVINGTON COUNTIES, AL**

ENVIRONMENTAL AND HISTORIC REPORT

Pursuant to the above-captioned proceeding, Alabama & Florida Railway Co., Inc. (“A&F”) intends to abandon approximately 42.9 miles of railroad (hereinafter, the “Line”) extending from milepost 581.3, at Andalusia, AL, to milepost 624.2, at Geneva, AL. The Line constitutes the entirety of the A&F rail system. The Line traverses portions of Geneva, Coffee and Covington, Counties, AL. In accordance with the procedures set forth in 49 CFR §§ 1105.7 and 1105.8, A&F is required to submit the following consolidated Environmental and Historic Report (“E&HR” or “Report”):

ENVIRONMENTAL REPORT

(1) PROPOSED ACTION AND ALTERNATIVES

Describe the proposed action, including commodities transported, the planned disposition (if any) of any rail line and other structures that may be involved, and any possible changes in current operations or maintenance practices. Also describe any reasonable alternatives to the proposed action. Include a readable, detailed map and drawings clearly delineating the project.

A&F¹ proposes to abandon approximately 42.9 miles of rail line (which constitutes the entire A&F rail system) extending from milepost 581.3 (Andalusia, AL) to milepost 624.2 (Geneva, AL). The Line is located in Geneva, Coffee and Covington, Counties, AL. A map delineating the proposed project/abandonment is attached as Exhibit 1. Upon obtaining authority to abandon the Line, A&F plans to remove the Line’s rail and salvageable track material (such as tie plates, fasteners, crossties, and, possibly, the upper layer of ballast), and will dispose of the underlying real estate comprising the Line’s right-of-way.

The Line has been out of service for over two years, and A&F may therefore avail itself

¹ A&F is among 17 Class III railroads commonly controlled by Pioneer Railcorp (“Pioneer”). See Pioneer Railcorp – Continuance in Control Exemption – Georgia Southern Railway Co., STB Finance Docket No. 35323 (STB served December 2, 2009).

of the two-year-out-of-service abandonment provision at 49 CFR Part 1152, Subpart F (Exempt Abandonments and Discontinuances of Service and Trackage Rights).

A&F does not intend, as part of its planned track salvage, to disturb the sub-grade or sub-grade structures, and it will not engage in any excavation activity. Abandonment and the resultant salvage of the Line will eliminate 103 at-grade rail-highway crossings – 43 private crossings, and 60 public crossings.

The only alternative to abandonment would be for A&F not to abandon the Line, and instead to continue to incur losses associated with the ownership of unused rail assets.

(2) TRANSPORTATION SYSTEM

Describe the effects of the proposed action on regional or local transportation systems and patterns. Estimate the amount of traffic (passenger or freight) that will be diverted to other transportation systems or modes as a result of the proposed action.

This Line has been inactive for over two years, and, for this simple reason, the proposed abandonment will have no impact on regional or local transportation systems and patterns. No passenger or freight traffic would be diverted to other systems or modes as a result of the proposed abandonment.

(3) LAND USE

- (i) Based on consultation with local and/or regional planning agencies and/or a review of the official planning documents prepared by such agencies, state whether the proposed action is consistent with existing land use plans. Describe any inconsistencies.**

A&F believes that the proposed abandonment is consistent with, and would promote, existing land use plans. The land adjoining the Line consists of a combination of rural farmland, residential and commercial areas, and forested lands.

By letters dated June 23, 2011, copies of this Report have been mailed to the appropriate local and state contacts, including to representatives of Geneva County, Coffee County, Covington County, the City of Andalusia, the City of Geneva, the City of Samson, and the City of Opp for their information and comment. See E&HR Consultation Letter Example and Service List, attached as Exhibit 2.

- (ii) Based on consultation with the U.S. Soil Conservation Service, state the effect of the proposed action on any prime agricultural land.**

A&F does not believe that there is any prime agricultural land that would be adversely affected by the proposed abandonment. As indicated above, the land through which the Line traverses includes farmland, in addition to residential, commercial, and forested lands. Furthermore, the proposed abandonment should not in any way contribute to farmland loss, and could in fact permit the abandoned right-of way to be converted, where practicable, to farmland use. Nevertheless, A&F has notified the United States Department of Agriculture's Natural Resources Conservation Service of the proposed abandonment by letter dated June 23, 2011 (to

which letter this E&HR was appended), and has requested assistance in identifying any potential effects on prime agricultural land. See E&HR Consultation Letter Example and Service List, attached as Exhibit 2.

- (iii) If the action affects land or water uses within a designated coastal zone, include the coastal zone information required by 1105.9.**

A&F has consulted with the Alabama Department of Environmental Management, Coastal Program ("ADEM-CP") and, on the basis of such consultation, understands that no part of the Line traverses a designated coastal zone, that there are no designated coastal zones in Coffee, Covington, or Geneva Counties, and that the proposed abandonment would not be subject to review under any coastal zone management plan. Nevertheless, to assure compliance with the requirements of section 49 CFR § 1105.9, A&F has served a copy of this Report on ADEM-CP by letter dated June 23, 2011. See E&HR Consultation Letter Example and Service List, attached as Exhibit 2.

- (iv) If the proposed action is an abandonment, state whether or not the right-of-way is suitable for alternative public use under 49 U.S.C. 10905 and explain why.**

A&F believes that the Line might be suitable for alternate public use. For example, the Line's right-of-way might be suited for use as a recreational trail.

(4) ENERGY

- (i) Describe the effect of the proposed action on transportation of energy resources.**

There has been no local or overhead traffic on the Line in two years, and, for this reason, the proposed abandonment will have no effect on energy resources transportation.

- (ii) Describe the effect of the proposed action on recyclable commodities.**

Because the Line has been inactive for two years, no shipper will lose rail service as a result of the proposed action, and so the abandonment should have no effect on the movement and/or recovery of recyclable commodities.

- (iii) State whether the proposed action will result in an increase or decrease in overall energy efficiency and explain why.**

Because the proposed abandonment involves an out-of-use rail line, the abandonment should have no effect on overall energy usage.

- (iv) If the proposed action will cause diversions from rail to motor carriage of more than:**

(A) 1,000 rail carloads a year; or

(B) An average of 50 rail carloads per mile per year for any part of

the affected line, quantify the resulting net change in energy consumption and show the data and methodology used to arrive at the figure given.

As indicated above, the Line has been inactive for two years. There will be no diversion of traffic to motor carriage as a result of the transaction, and, by extension, there will be no traffic diversions that would exceed the thresholds stated above.

(5) AIR

(i) If the proposed action will result in either:

- (A) An increase in rail traffic of at least 100 percent (measured in gross ton miles annually) or an increase of at least eight trains a day on any segment of rail line affected by the proposal , or**
- (B) An increase in rail yard activity of at least 100 percent (measured by carload activity), or**
- (C) An average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day on any affected road segment, quantify the anticipated effect on air emissions. For a proposal under 49 U.S.C. 10901 (or 10505) to construct a new line or reinstitute service over a previously abandoned line, only the eight train a day provision in sub-section (5)(i)(A) will apply.**

The above thresholds will not be exceeded.

(ii) If the proposed action affects a class I or non-attainment area under the Clean Air Act, and will result in either:

- (A) An increase in rail traffic or at least 50 percent (measured in gross ton miles annually) or an increase of at least three trains a day on any segment of rail line,**
- (B) An increase in rail yard activity of at least 20 percent (measured by carload activity), or**
- (C) An average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day on a given road segment, the state whether any expected increased emissions are within the parameters established by the State Implementation Plan. However, for a rail construction 49 U.S.C. 10901(or 49 U.S.C. 10505), or a case involving the reinstitution of service over a previously abandoned line, only the three train a day threshold in this item shall apply.**

Based upon 40 CFR § 81.301, A&F believes that Geneva, Coffee, and Covington Counties are *not* designated non-attainment areas, and that the above-stated thresholds are therefore inapplicable. Nevertheless, the above thresholds will not be exceeded.

(iii) If transportation of ozone depleting materials (such as nitrogen oxide and

freon) is contemplated, identify: the materials and quantity; the frequency of service; safety practices (including any speed restrictions); the applicant's safety record (to the extent available) on derailments, accidents and spills, contingency plans to deal with accidental spills; and the likelihood of an accidental release of ozone depleting materials in the event of a collision or derailment.

Not applicable.

(6) NOISE

If any of the thresholds identified in item (5)(i) of this section are surpassed, state whether the proposed action will cause:

- (i) An incremental increase in noise levels of three decibels Ldn or more; or**
- (ii) an increase to a noise level of 65 decibels Ldn or greater. If so, identify sensitive receptors (e.g., schools, libraries, hospitals, residences, retirement communities, and nursing homes) in the project area, and quantify the noise increase for these receptors if the thresholds are surpassed.**

None of the thresholds in item 5(i) of this section will be exceeded.

(7) SAFETY

- (i) Describe any effects of the proposed action on public health and safety (including vehicle delay time at railroad grade crossings).**

The proposed abandonment of an out-of-service rail line should have no material adverse impact on public health and safety. If the subject abandonment is granted and the Line is salvaged, A&F will close permanently 60 public road crossings and 43 private crossings, thereby enhancing safety by eliminating distractions to vehicular traffic crossing the Line.

- (ii) If hazardous materials are expected to be transported, identify: the materials and quantity; the frequency of service; whether chemicals are being transported that, if mixed, could react to form more hazardous compounds; safety practices (including any speed restrictions); the applicant's safety record (to the extent available) on derailments, accidents and hazardous spills; the contingency plans to deal with accidental spills; and the likelihood of an accidental release of hazardous materials.**

No hazardous materials are expected to be transported, and, indeed, no traffic of any kind has moved over the Line in more than two years.

- (iii) If there are any known hazardous waste sites or sites where there have been known hazardous materials spills on the right-of-way; identify the location of those sites and the types of hazardous materials involved.**

A&F has no knowledge of hazardous waste sites or sites where there have been known

hazardous materials spills on the Line's right-of-way or on adjacent land.

(8) BIOLOGICAL RESOURCES

- (i) Based on consultation with the U.S. Fish and Wildlife Service, state whether the proposed action is likely to adversely affect endangered or threatened species or areas designated as a critical habitat, and if so, describe the effects.**

A&F does not believe that the proposed action is likely to adversely affect endangered or threatened species or areas designated as a critical habitat. A&F has notified the regional office of the U.S. Fish and Wildlife Service ("USF&W"), and the Ecological Services Field Office of the U.S. Fish & Wildlife Service ("USF&W-ESF") of the proposed abandonment by letters dated June 23, 2011, and has requested assistance in determining whether the proposed abandonment will adversely affect endangered or threatened species or areas designated as critical habitat. A&F's proposed rail salvage activities would take place entirely upon existing A&F right-of-way. Access to A&F's right-of-way for purposes of any salvage activity would be accomplished via the right-of-way itself, and/or via existing public and/or private grade crossings. The proposed abandonment and anticipated track salvage would **not** require the creation of new access points to the Line, and would not involve removal of trees or other wildlife habitat on lands adjacent to the existing railroad right-of-way. A copy of this Report was attached to the letters sent to USF&W and USF&W-ESF. See E&HR Consultation Letter Example and Service List, attached as Exhibit 2.

- (ii) State whether wildlife sanctuaries or refuges, National or State parks or forests will be affected, and describe any effects.**

Having consulted local maps, A&F is unaware of any wildlife sanctuaries or refuges, National or State parks or forests that would be adversely affected by the proposed abandonment. Nevertheless, A&F has notified the National Park Service ("NPS") of the proposed abandonment by letter dated June 23, 2011. NPS has been supplied with a copy of this Report. See E&HR Consultation Letter Example and Service List, attached as Exhibit 2.

(9) WATER

- (i) Based on consultation with State water quality officials, state whether the proposed action is consistent with applicable Federal, State or local water quality standards. Describe any inconsistencies.**

A&F is confident that the proposed abandonment will be consistent with applicable water quality standards. In connection with this issue, A&F has contacted Alabama Department of Environmental Management ("ADEM") and the United States Environmental Protection Agency ("USEPA") by letters dated June 23, 2011. A copy of this report was attached to each of the letters. See E&HR Consultation Letter Example and Service List, attached as Exhibit 2.

- (ii) Based on consultation with the U.S. Army Corps of Engineers, state whether permits under section 404 of the Clean Water Act (33 U.S.C. 1344) are required for the proposed action and whether any designated wetlands or 100-year flood plains will be affected. Describe the effects.**

A&F believes that – (1) no permits under section 404 of the Clean Water Act will be required for the proposed abandonment, and (2) no designated wetlands or 100-year flood plains will be affected. Upon receiving abandonment authority, removal of track material will be accomplished by use of the right-of-way for access, along with access via existing public and private crossings as necessary. No new access roads will be created for purposes of track salvage. A&F does not intend to disturb any of the Line's underlying roadbed, or to perform any activities that would cause sedimentation or erosion of the soil (such as excavation), and A&F does not anticipate any dredging or use of fill in the removal of the track material. Moreover, A&F does not anticipate undertaking any salvage activity that would disturb streams, streambeds, or wetlands. The crossties and/or other debris associated with salvage, if removed, will be transported away from the Line, and will not be discarded along the right-of-way. Such materials will not be placed or left in streams or wetlands, or along the banks of such waterways. Also, during track removal, appropriate measures will be implemented to prevent or control spills from fuels, lubricants or any other pollutant materials from entering any waterways. For these reasons, A&F believes that a permit under Section 404 of the Clean Water Act will not be required.

In connection with this issue, A&F has contacted the U.S. Army Corps of Engineers – Mobile District by letter dated June 23, 2011. A copy of this Report was attached to the letter. See E&HR Consultation Letter Example and Service List, attached as Exhibit 2.

(iii) State whether permits under section 402 of the Clean Water Act (33 U.S.C. 1342) are required for the proposed action.

A&F believes that no permit under section 402 of the Clean Water Act would be required for the abandonment. (See discussion in section 9(ii), above.) Nevertheless, A&F has contacted the ADEM and the USEPA regarding this item by letter dated June 23, 2011, and has requested guidance in identifying any potential water quality impacts (based on applicable water quality standards) and in determining whether the proposed abandonment is consistent with such federal, state, or local standards. A copy of this report was attached to the letter. See E&HR Consultation Letter Example and Service List, attached as Exhibit 2.

(10) PROPOSED MITIGATION

Describe any actions that are proposed to mitigate adverse environmental impacts, indicating why the proposed mitigation is appropriate.

A&F does not expect any adverse environmental impact will result from the proposed abandonment and, therefore, is of the opinion that mitigating action is unnecessary. A&F will, of course, cooperate in any further evaluation of proposed remedial/mitigation actions which interested federal, state, and/or local agencies may recommend to the Board.

(11) ADDITIONAL INFORMATION FOR RAIL CONSTRUCTIONS

Not applicable.

HISTORIC REPORT

49 CFR 1105.8(d):

- (1) A U.S.G.S. topographic map (or alternate map drawn to scale and sufficiently detailed to show buildings and other structures in the vicinity of the proposed action) showing the location of the proposed action, and the locations and approximate dimensions of railroad structures that are 50 years old or older and are part of the proposed action;**

U.S.G.S. topographic maps depicting the location of the proposed abandonment and the approximate location of structures that are 50 years old or older and that are located along the Line are attached as Exhibit 3. These maps are being supplied to the Alabama Historical Commission ("ALHC"), along with a digital version of railroad valuation maps in A&F's possession as part of a complete copy of this report. A&F understands that there are seven railroad structures on the Line that are believed to be 50 years old or older, each of them a bridge.

- (2) A written description of the right-of-way (including approximate widths, to the extent known), and the topography and urban and/or rural characteristics of the surrounding area;**

According to A&F data and valuation maps, the 42.9 miles of right-of-way is primarily 100 feet in width, but extends to approximately 200 feet near where the Line crosses the Pea River, and where the Line passes through the town of Samson, AL. The aforementioned right-of-way is located in Geneva, Coffee and Covington Counties, AL. The Line runs adjacent to lands of varying uses, ranging from forested open land and rural farmland to commercial and residential areas. The topography is generally flat, with some rolling hills.

- (3) Good quality photographs (actual photographic prints, not photocopies) of railroad structures on the property that are 50 years old or older and of the immediately surrounding area;**

A&F does not anticipate removing or dismantling any of the structures along the Line (described below) that are 50 years old or older.

A&F has determined that there are seven structures along the Line – all of them trestles or bridges – that may be 50 years old or older, and the location of each such structure is shown on the U.S.G.S. maps attached as Exhibit 3. A&F has photographed and documented each of these seven structures, and has supplied photographs of each such structure to ALHC for evaluation. A&F has also supplied railroad valuation maps to ALHC, which may provide further documentation potentially relevant to historical analysis of the structures in question. (The aforementioned photographs and valuation maps are attached to the copy of this report sent to ALHC as Exhibit 4.) Aside from the materials included in Exhibit 4, A&F does not have any additional information in its possession (such as engineering diagrams or other records) that it believes would be of usefulness in aiding in any historical structures analysis.

- (4) The date(s) of construction of the structure(s), and the date(s) and extent of any**

major alterations, to the extent such information is known;

According to the limited information in A&F's possession, the seven bridges along the Line are believed to have been built or substantially rebuilt at least 50 years ago. Many of these structures probably have been improved over time, although A&F has not undertaken any major improvements to these bridges during the time that A&F has owned the Line.

- (5) A brief narrative history of carrier operations in the area, and an explanation of what, if any, changes are contemplated as a result of the proposed action;**

A&F has no historical records of its own relating to the Line. Based on research, however, A&F understands that the Line may have been constructed in 1901, as part of a through route that extended from Georgiana, AL, to Graceville, FL. A&F believes that the Line was operated by the Louisville & Nashville Railroad, which in 1983 became part of the Seaboard System. In 1986, Alabama & Florida Railroad Co. ("AFR"), a short line carrier not affiliated with A&F and/or Pioneer, acquired the Line from Seaboard System as part of a larger transaction. See Alabama & Florida Railroad Co. – Acquisition and Operation – Exemption, 51 FR 22869 (Jun. 23, 1986). A&F, in turn, acquired the Line from a corporate successor of AFR as part of a larger transaction in 1992. See Alabama & Florida Railway Co. – Purchase and Operation Exemption – Alabama and Florida, Inc., 57 FR 56591 (Nov. 30, 1992); and Pioneer Railcorp – Continuance in Control Exemption – Alabama & Florida Railway, 57 FR 56591 (Nov. 30, 1992).

A&F intends, upon the effectiveness of the exemption, to terminate its rail common carrier obligation over, and to abandon, the Line, which would result in the abandonment of the entire A&F system. A&F would salvage the rail and track material that possesses positive net salvage value. A&F does not intend to dismantle or remove any bridges along the Line.

- (6) A brief summary of documents in the carrier's possession, such as engineering drawings, that might be useful in documenting a structure that is found to be historic;**

As indicated above, the Line appears to have been built in the early 1900s, but A&F is one of many subsequent owners of these rail assets. A&F was not supplied with, and does not have, engineering drawings of the structures discussed above. In fact, the only relevant documents in A&F's possession have been included in Exhibit 4.

- (7) An opinion (based on readily available information in the railroad's possession) as to whether the site and/or structures meet the criteria for listing on the National Register of Historic Places (36 CFR 60.4), and whether there is a likelihood of archeological resources or any other previously unknown historic properties in the project area, and the basis for these opinions (including any consultations with the State Historic Preservation Office, local historical societies or universities);**

As indicated above, A&F's records indicate that there are seven structures (bridges) on or adjacent to the Line that are believed to be 50 years old or older. In A&F's opinion, these structures would not meet the criteria for listing on the National Register of Historic Places. As the photographs supplied to ALHC would suggest, none of the subject structures appears to have unique or otherwise significant design characteristics. Moreover, none of these structures is

linked to events or historic significance. A&F understands that many, if not all, of the structures in question could remain in use in the event that the Line's right-of-way was to be converted into recreational trail.

A&F is unaware of any archeological resources or any other previously unknown historic properties on the Line's right-of-way.

- (8) A description (based on readily available information in the railroad's possession) of any known prior subsurface ground disturbance or fill, environmental conditions (naturally occurring or manmade) that might affect the archeological recovery of resources (such as swampy conditions or the presence of toxic waste), and the surrounding terrain.**

A&F has no records of, and is unaware of, any known subsurface ground disturbance or fill, or environmental conditions that might affect the recovery of archeological resources. Undoubtedly, track work and/or construction has occurred regularly over the many years that the Line has been in operation. Such work may have affected the potential for recovery of archeological resources.

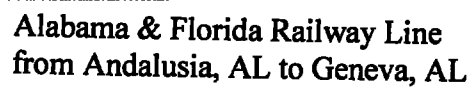
**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB Docket No. AB-1073X

**ALABAMA & FLORIDA RAILWAY CO., INC.
– ABANDONMENT EXEMPTION –
IN GENEVA, COFFEE, AND COVINGTON COUNTIES, AL**

ENVIRONMENTAL AND HISTORIC REPORT

EXHIBIT 1 – LOCATION MAP



**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB Docket No. AB-1073X

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– ABANDONMENT EXEMPTION –
IN GENEVA, COFFEE, AND COVINGTON COUNTIES, AL**

ENVIRONMENTAL AND HISTORIC REPORT

EXHIBIT 2 – E&HR CONSULTATION LETTER EXAMPLE AND SERVICE LIST

**STB Docket No. AB-1073X
SERVICE LIST pursuant to 1105.7**

State Clearinghouse

Alabama Department of Transportation
1409 Coliseum Blvd
Montgomery, AL 36110
Telephone: (334) 242-6080

State Environmental Protection Agency

Lance R. LeFleur, Director
Alabama Department of Environmental Management
1400 Coliseum Boulevard
Montgomery, Alabama 36130-1463
Telephone: (334) 271-7706

State Coastal Zone Management

Alabama Department of Environmental Management ("ADEM")
Attn: Coastal Program
4171 Commanders Drive
Mobile, Alabama 36615-1421
Telephone: (251) 432-6533

Head of each county &/ or political entity

Chairman Lynn Sasser
Office of Covington County Commission
P.O. Box 188
260 Hillcrest Drive
Andalusia, Alabama 36420
Telephone: (334) 428-2610

Mayor Earl Johnson
City of Andalusia
PO Box 429
Andalusia, Alabama 36420
Telephone: (334) 222-3313

Mayor H.D. Edgar
City of Opp, Alabama
101 Main Street
Opp, AL 36467

EXHIBIT 2

Jim Thompson, Chairman
Coffee County, Alabama
2 County Complex
New Brockton, Alabama 36351
Telephone: (334) 894-5556

Fred Hamic, Chairman
Geneva County Commission
Geneva County, Alabama
P.O. Box 420
Geneva, AL 36340
Telephone: (334) 684-5620

Wynnton Melton, Mayor
City of Geneva
517 South Commerce St.
Geneva, AL 36340-2420
Telephone: (334) 684-9500

Councilman Rufus Lee
City of Geneva
517 South Commerce St.
Geneva, AL 36340-2420
Telephone: (334) 684-9500

Clay King, Mayor
City of Samson
104 East Main Street
Samson, AL 36477
Telephone: (334) 898-7541

Regional Office of the Environmental Protection Agency

Gwendolyn Keyes Fleming, Regional Administrator
U.S. Environmental Protection Agency
Region 4 (AL, MS, GA, FL, SC, NC, TN, KY)
Sam Nunn Atlanta Federal Center
61 Forsyth Street, SW
Atlanta, GA-30303
Telephone: (404) 562-9900

The US Fish & Wildlife Service

Patrick Leonard, Assistant Regional Director
U.S. Fish & Wildlife Service
Region 4 (AL, AR, FL, GA, KY, LA, MS, NC, SC, TN, PR/Virgin Islands)
Century Center
1875 Century Boulevard, Suite 400
Atlanta, GA 30345
Telephone: (404) 679-4000 (Regional Director's Office)

U.S. Fish & Wildlife Service
Daphne Ecological Services Field Office
1208 B Main Street
Daphne, Alabama 36525-4419

U.S. Army Corp of Engineers

Rudy Villarreal
Regulatory Affairs
Inland Team South
U.S. Army Engineer District, Mobile
P.O. Box 2288
Mobile, AL 36628-0001
Telephone: (251) 690-2505

Planning & Environmental Division
U.S. Army Engineer District, Mobile
P.O. Box 2288
Mobile, AL 36628-0001

Real Estate Division
U.S. Army Engineer District, Mobile
P.O. Box 2288
Mobile, AL 36628-0001

The National Park Service

David Vela, Regional Director
National Park Service
100 Alabama Street, SW
1924 Building
Atlanta, GA 30303
Telephone: (404) 507-5600

Charlie Stockman
Rivers, Trails and Conservation Assistance Program
National Park Service
RTCA Program
1201 Eye St., NW, 9th Floor (Org Code 2240)
Washington, DC 20005
Telephone: (202) 354-6907

Natural Resources Conservation Service

Dr. William Bill Puckett
USDA, Natural Resources Conservation Service
P.O. Box 311
3381 Skyway Drive
Auburn, AL 36830
Telephone: (334) 887-4500

US Soil Conservation Service

Dave White, Chief
USDA, NRCS, Office of the Chief
1400 Independence Ave., SW, Room 5105-A
Washington, DC 20250
Telephone: (202) 720-7246

National Geodetic Survey

Juliana Blackwell, Director
National Geodetic Survey
1315 East-West Highway
Silver Spring, MD 20910-3282
Telephone: (301) 713-3242

State Historic Preservation

Frank W. White
Alabama Historical Commission
468 South Perry Street
P.O. Box 300900
Montgomery, AL 36130-0900
Telephone: (334) 230-2690

**Advance Notice Contacts
Service List pursuant to 1152.50**

Public Service Commission

Britt Roberts, Director
Public Service Commission of Alabama
Transportation Division
P.O. Box 304260
Montgomery, AL 36130
Telephone: (334) 242-5980

Department of Defense (Military Traffic Management Command, Transportation Engineering Agency, Railroads for National Defense Program)

David Dorfman
SDDC TEA
Railroads for National Defense
709 Ward Dr., Bldg. 1990
Scott AFB, IL 62225
Telephone: (618) 220-5741

The National Park Service, Recreation Resources Assistance Division

Charlie Stockman
National Park Service
Rivers & Trails Conservation Program
1201 Eye Street, NW, 9th Floor (Org. Code 2220)
Washington, D.C. 20005
Telephone: (202) 354-6900

U.S. Department of Agriculture, Chief of the Forest Service

Thomas L. Tidwell, Chief
Forest Service
U.S. Department of Agriculture
Sidney R. Yates Federal Building
201 14th Street SW
Washington, DC 20024
Telephone: (202) 205-8439

BAKER & MILLER PLLC

ATTORNEYS and COUNSELLORS
2401 PENNSYLVANIA AVENUE, NW
SUITE 300
WASHINGTON, DC 20037

TELEPHONE (202) 663-7820
FACSIMILE (202) 663-7849

ROBERT A. WIMBISH

(202) 663-7824 (Direct Dial)
E-Mail rwimbish@bakerandmiller.com

June 23, 2011

Alabama Department of Transportation
1409 Coliseum Blvd
Montgomery, AL 36110

RE: *Alabama & Florida Railway Co., Inc. – Abandonment Exemption – In
Geneva, Coffee and Covington, Counties, AL, STB Docket No. AB-1073X*

Dear Sir or Madam:

On or about July 15, 2011, Alabama & Florida Railway Co., Inc. ("A&F") expects to file with the Surface Transportation Board ("STB") a Notice of Exemption pursuant to 49 CFR Part 1152, Subpart F (Exempt Abandonments, et al.), pursuant to which A&F will seek to abandon approximately 42.9 miles of rail line (hereinafter, the "Line") located in Geneva, Coffee and Covington, Counties, AL. The Line extends from milepost 581.3, at Andalusia, AL, to milepost 624.2, at Geneva, AL. The Line constitutes the entirety of the A&F system. The Line traverses United States Postal Zip Codes territories 36340, 36420, 36421, 36453, 36467, and 36477.

Attached is a consolidated Environmental and Historic Report (the "E&HR" or "Report"), which includes a map of the affected area, and describes the proposed action and any expected environmental and historic effects. We are providing you with this Report so that you may review the information that will form the basis for the STB's independent environmental analysis of the proposed rail line abandonment. If any of the information in the attached E&HR is misleading or incorrect, if you believe that pertinent information is missing, or if you have any questions about the STB's environmental review process, please contact the Section of _____ Environmental Analysis ("SEA"), Surface Transportation Board, 395 E Street, SW, Washington, DC 20423-0001; TEL: (202) 245-0295, and refer to STB Docket No. AB-1073X. You may also contact the undersigned counsel for A&F. Because statutes and regulations applicable to rail line abandonments impose stringent deadlines for processing this action, your written comments to SEA, if any, would be appreciated within 3 weeks. As undersigned counsel for A&F, I would appreciate a copy of any comments you may file.

Your comments will be considered by the Board in evaluating the environmental and/or historic preservation impacts of the proposed abandonment. To the extent your comments are received before A&F files its abandonment notice of exemption, your feedback will be included in A&F's Report filed at that time with the STB. If A&F receives a copy of your comments after filing its abandonment notice of exemption, we will ensure the STB is made aware of your input.

As noted in the Report, A&F does not anticipate that the proposed abandonment will result in any adverse environmental or historic impacts. Furthermore, based on information in our possession, the Line does not contain federally-granted rights-of-way. Any documentation in the railroad's possession will be made available promptly to those requesting it. Unless you respond otherwise, we will assume that you concur in A&F's judgment that the proposed abandonment will not result in any adverse environmental or historic impacts.

If there are any questions concerning this inquiry, please contact me, A&F's representative, by mail at: Robert A. Wimbish, Baker & Miller, PLLC, 2401 Pennsylvania Avenue, NW, Suite 300, Washington, DC 20037; by FAX: (202) 663-7849; by e-mail: rwimbish@bakerandmiller.com; or by telephone: (202) 663-7824.

Sincerely,



Robert A. Wimbish
Counsel for Alabama & Florida
Railway Co., Inc.

Enclosure

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

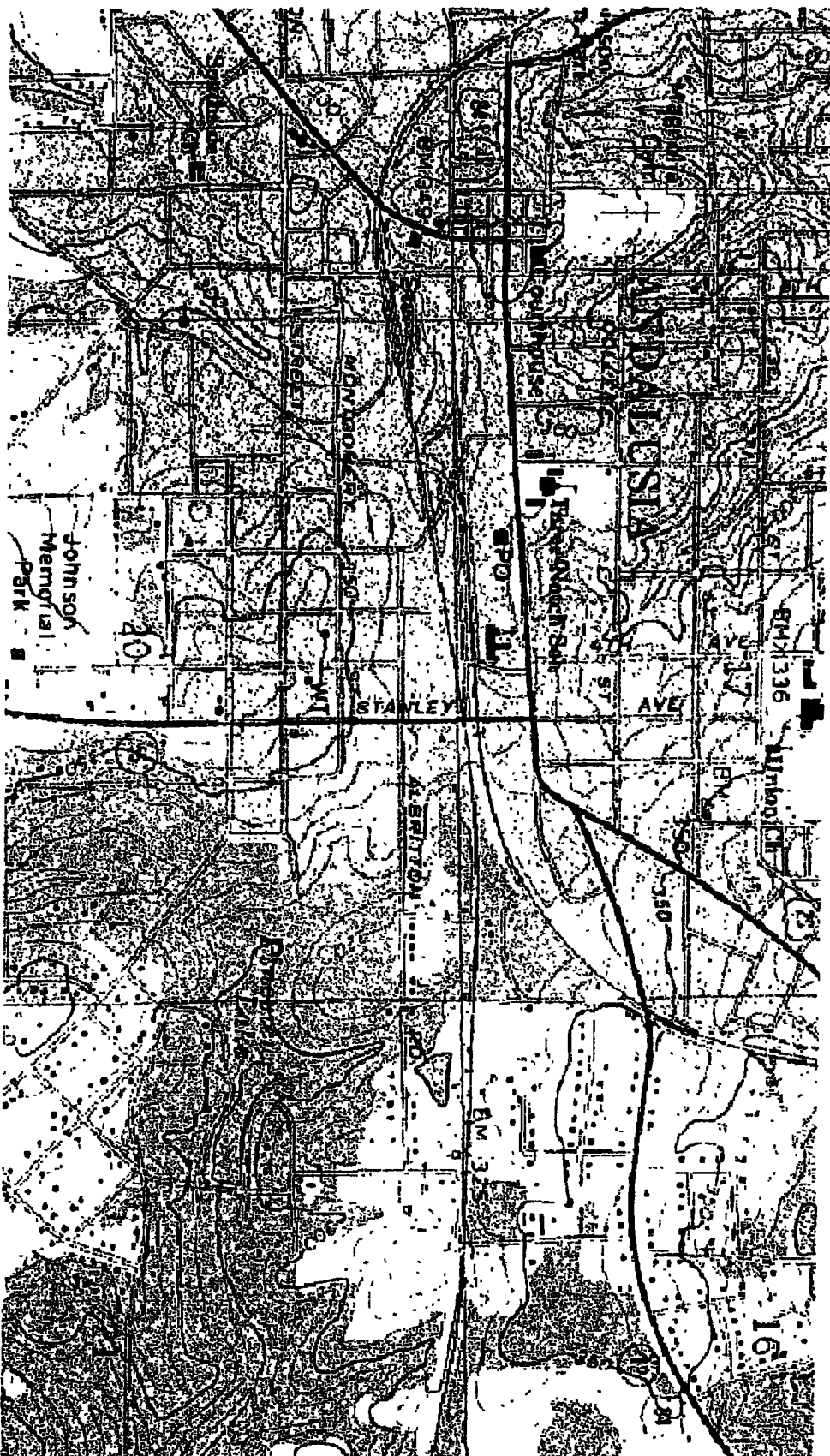
STB Docket No. AB-1073X

**ALABAMA & FLORIDA RAILWAY CO., INC.
– ABANDONMENT EXEMPTION –
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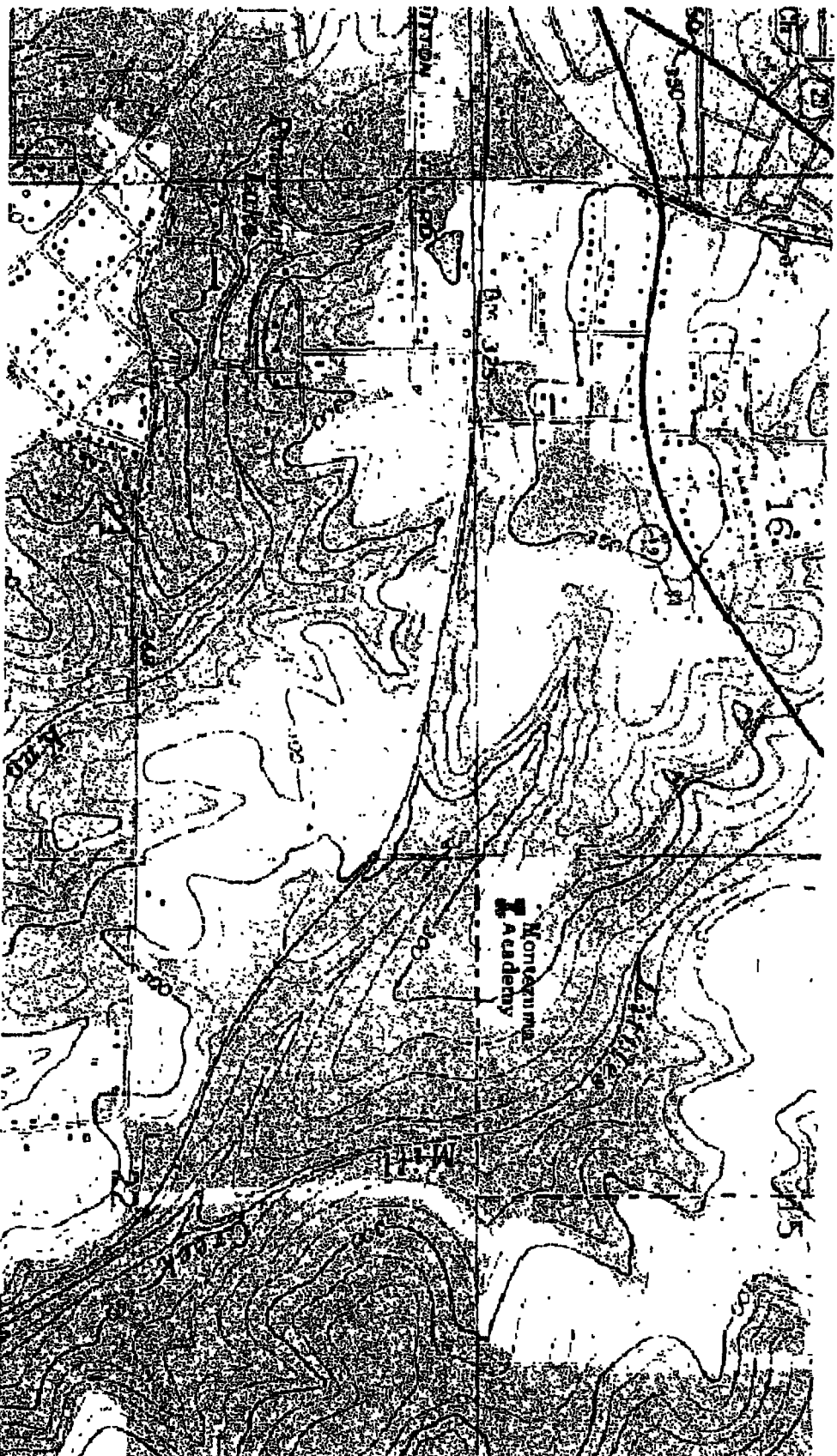
ENVIRONMENTAL AND HISTORIC REPORT

EXHIBIT 3 – U.S.G.S TOPOGRAPHIC MAPS

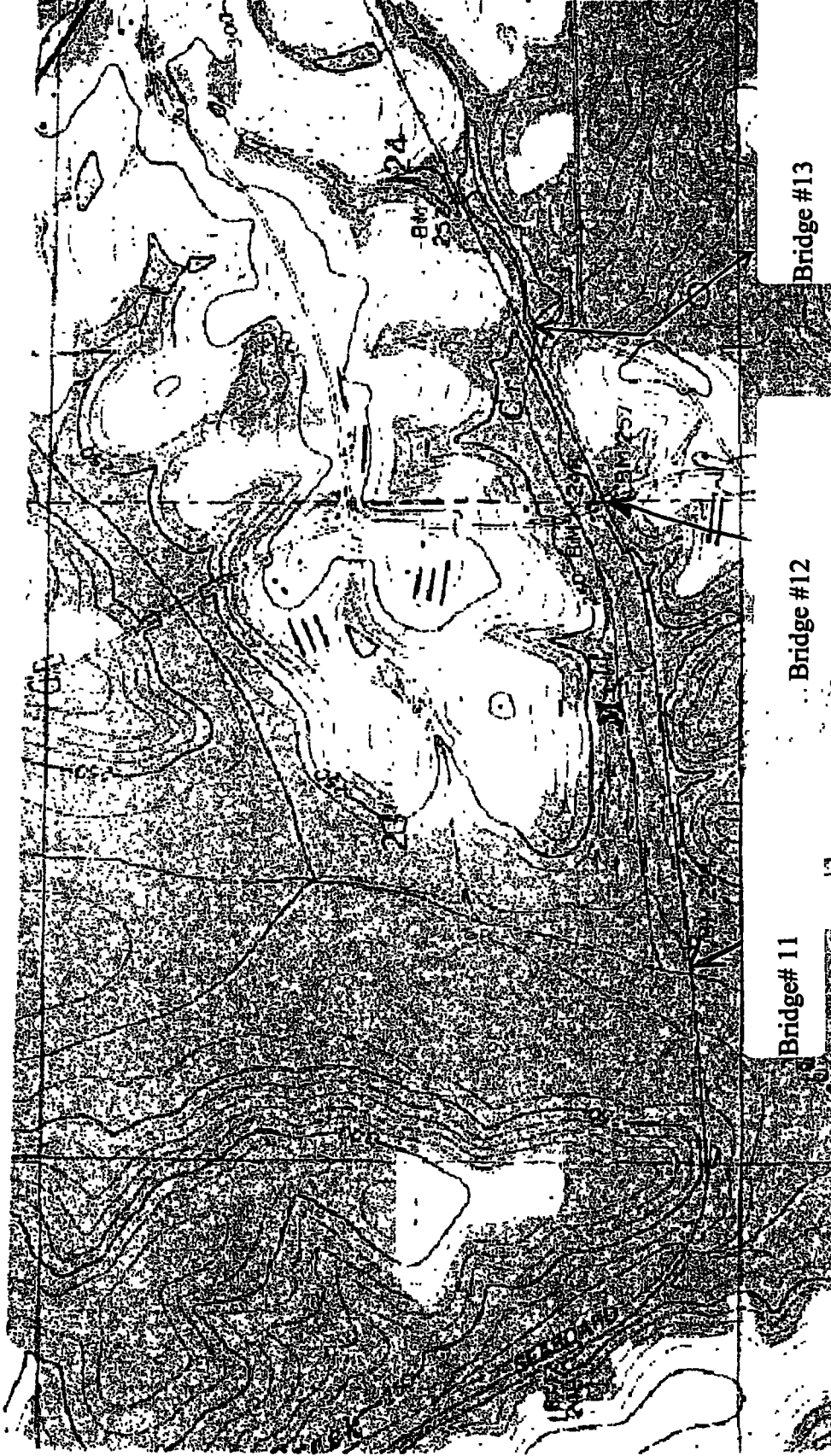
EXHIBIT 3



Center: 31.3062°N 86.4705°W
Elevation at center: 361 feet (110 meters)
Quad: USGS Andalusia
Drg Name: 031086c4
Drg Source Scale: 1:24,000



Center: 31.3062°N 86.45°W
Elevation at center: 348 feet (106 meters)
Quad: USGS Andalusia
Drg Name: c31086c4
Drg Source Scale: 1:24,000



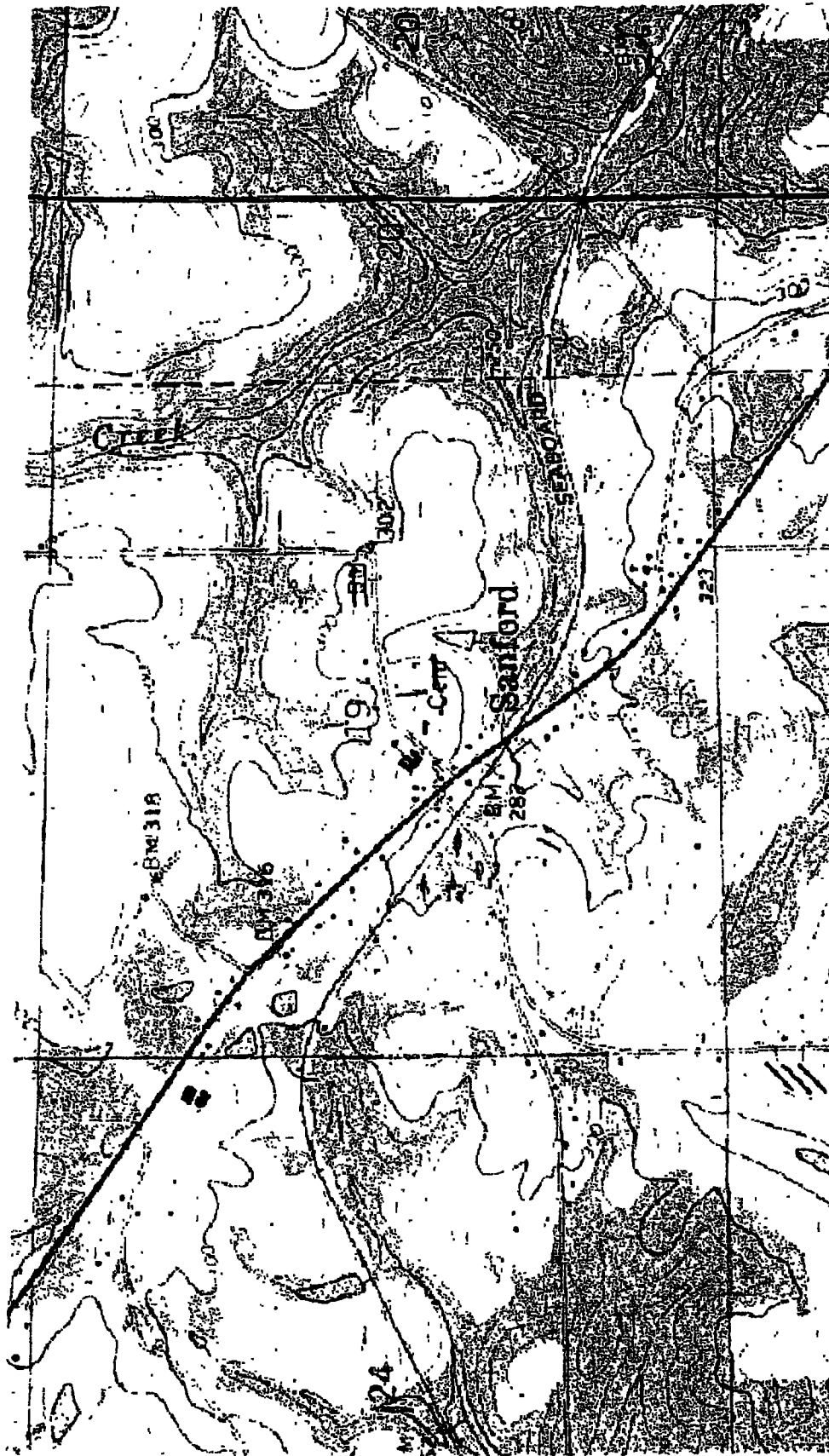
Center: 31.2996°N 86.4192°W

Elevation at center: 279 feet (85 meters)

Quad: USGS Andalusia

Drg Name: o31086c4

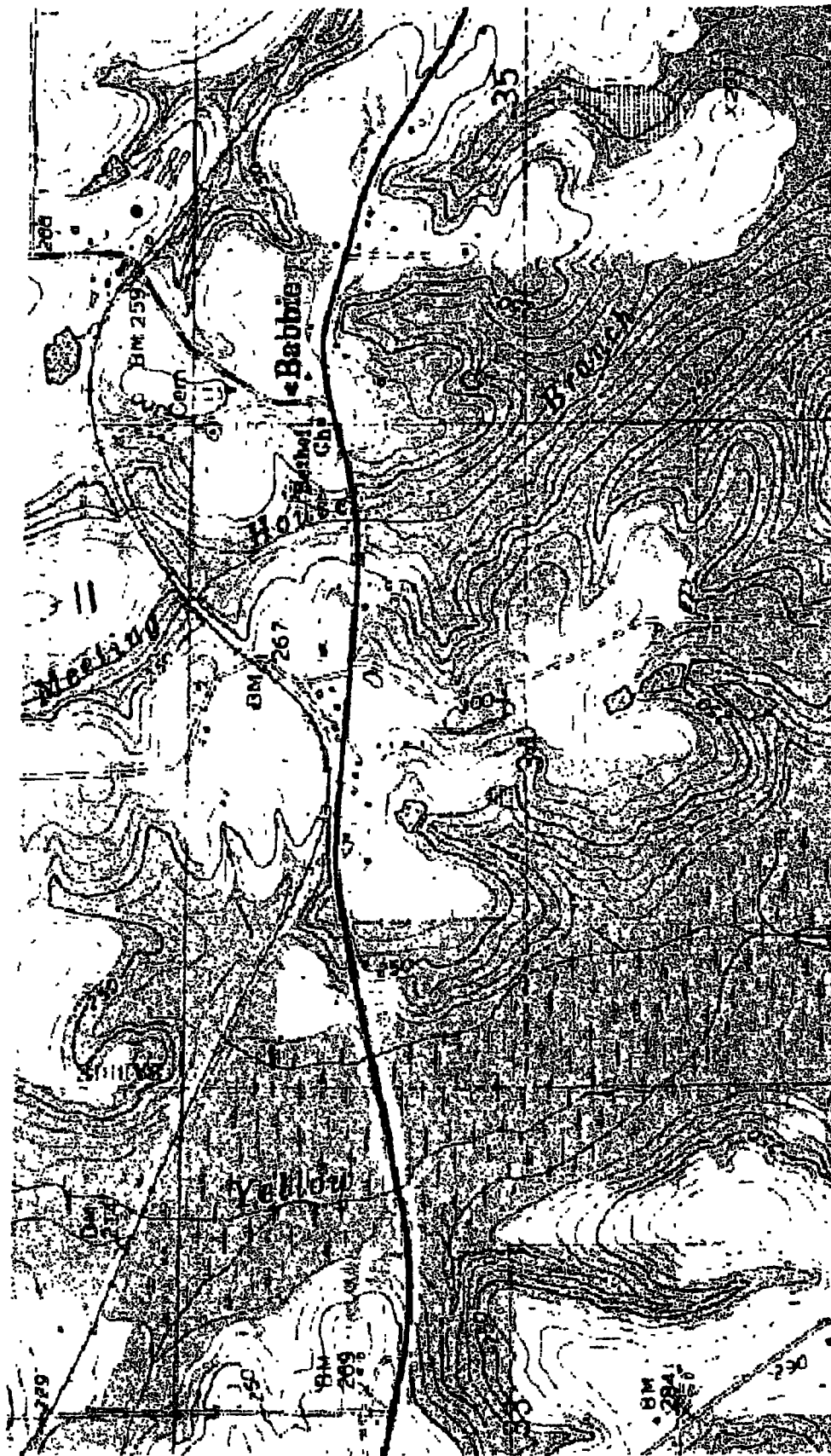
Drg Source Scale: 1:24,000



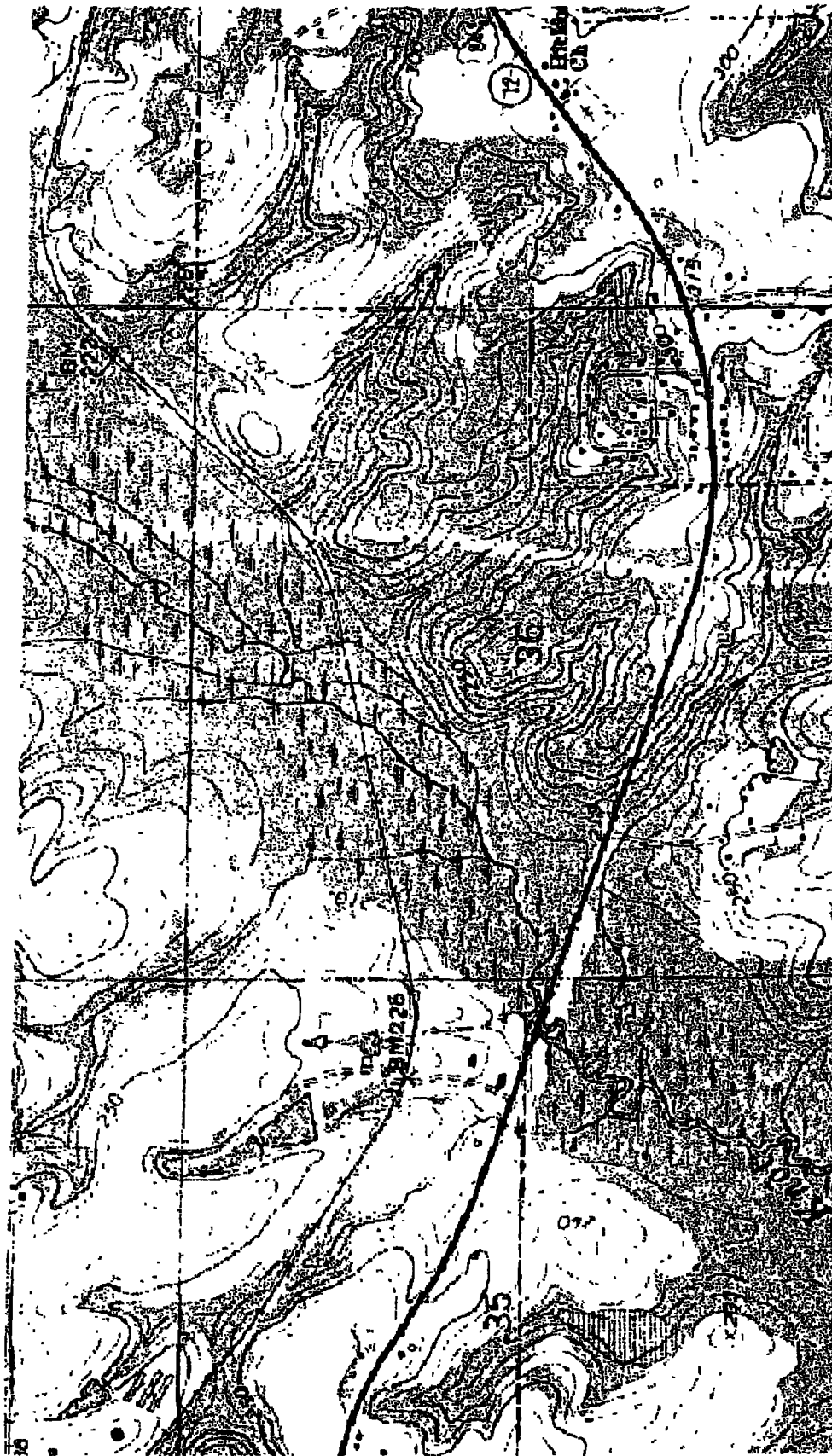
Center: 31.2996°N 86.3884°W
Elevation at center: 322 feet (98 meters)
Quad: USGS Andalusia
Drg Name: o31086c4
Drg Source Scale: 1:24,000



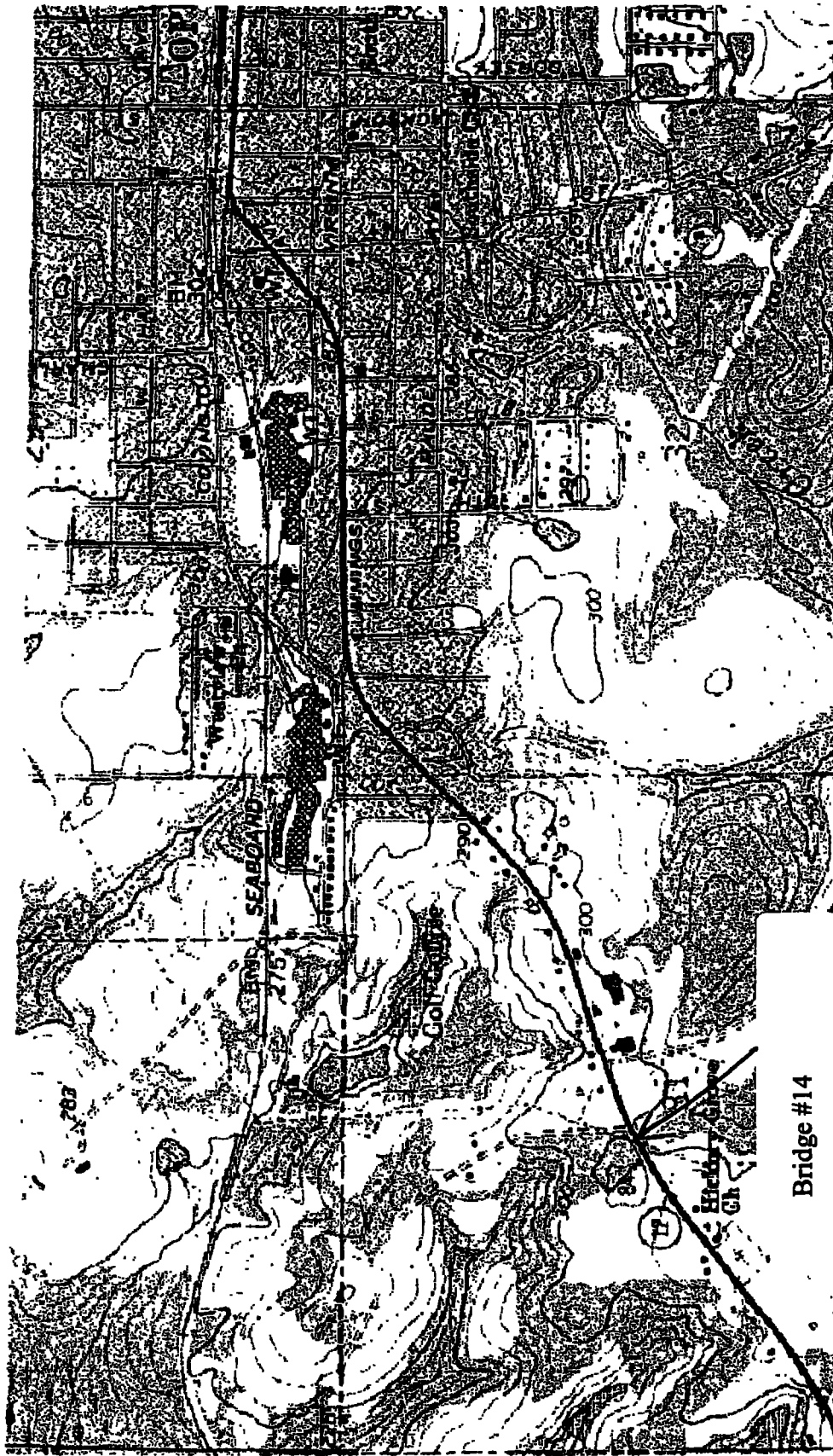
Center: 31.2865°N 86.3576°W
Elevation at center: 279 feet (85 meters)
Quad: USGS Opp West
Drg Name: o31086c3
Drg Source Scale: 1:24,000



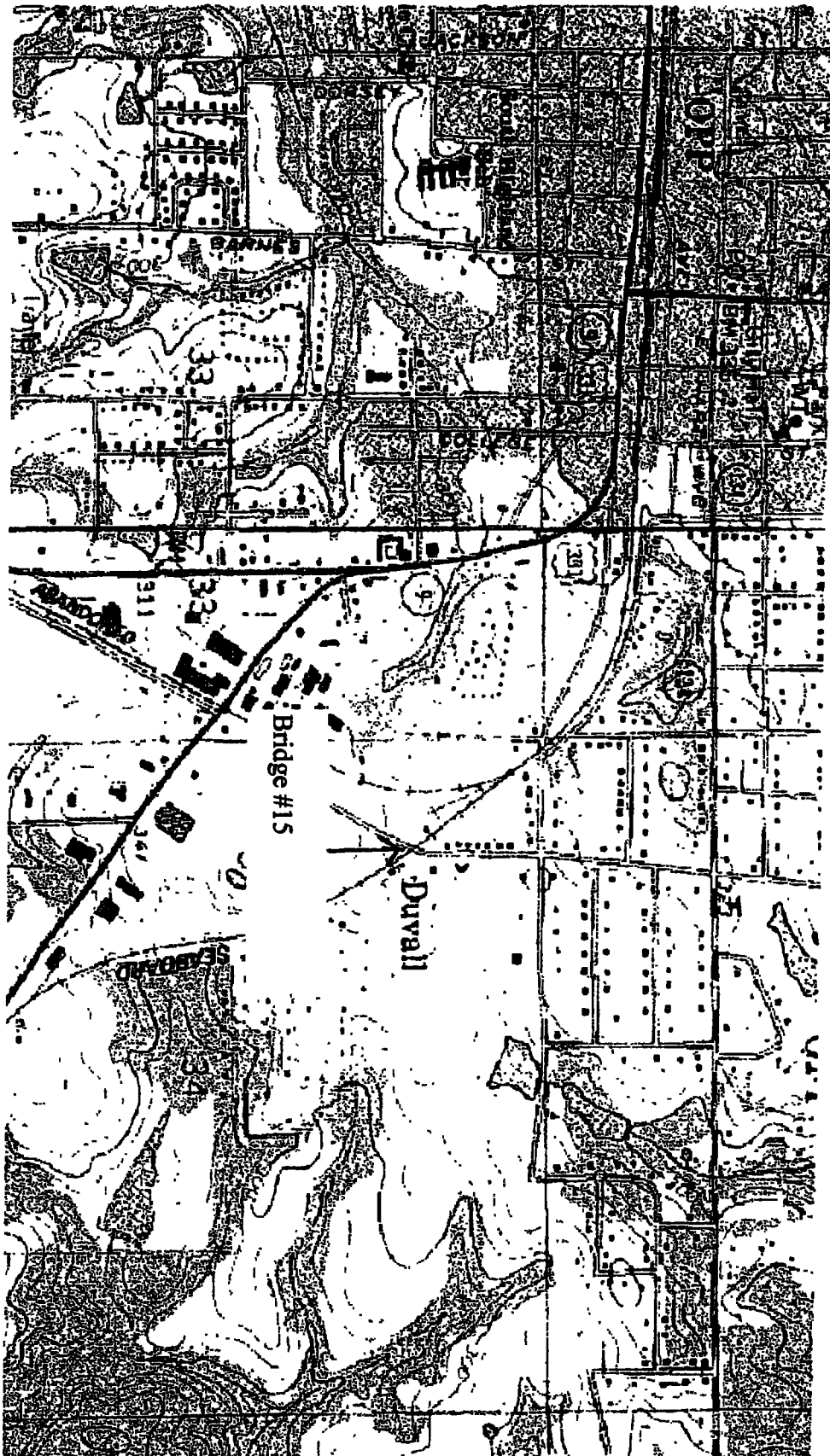
Center: 31.2734°N 86.3371°W
Elevation at center: 305 feet (93 meters)
Quad: USGS Opp West
Drg Name: o31086c3
Drg Source Scale: 1:24,000



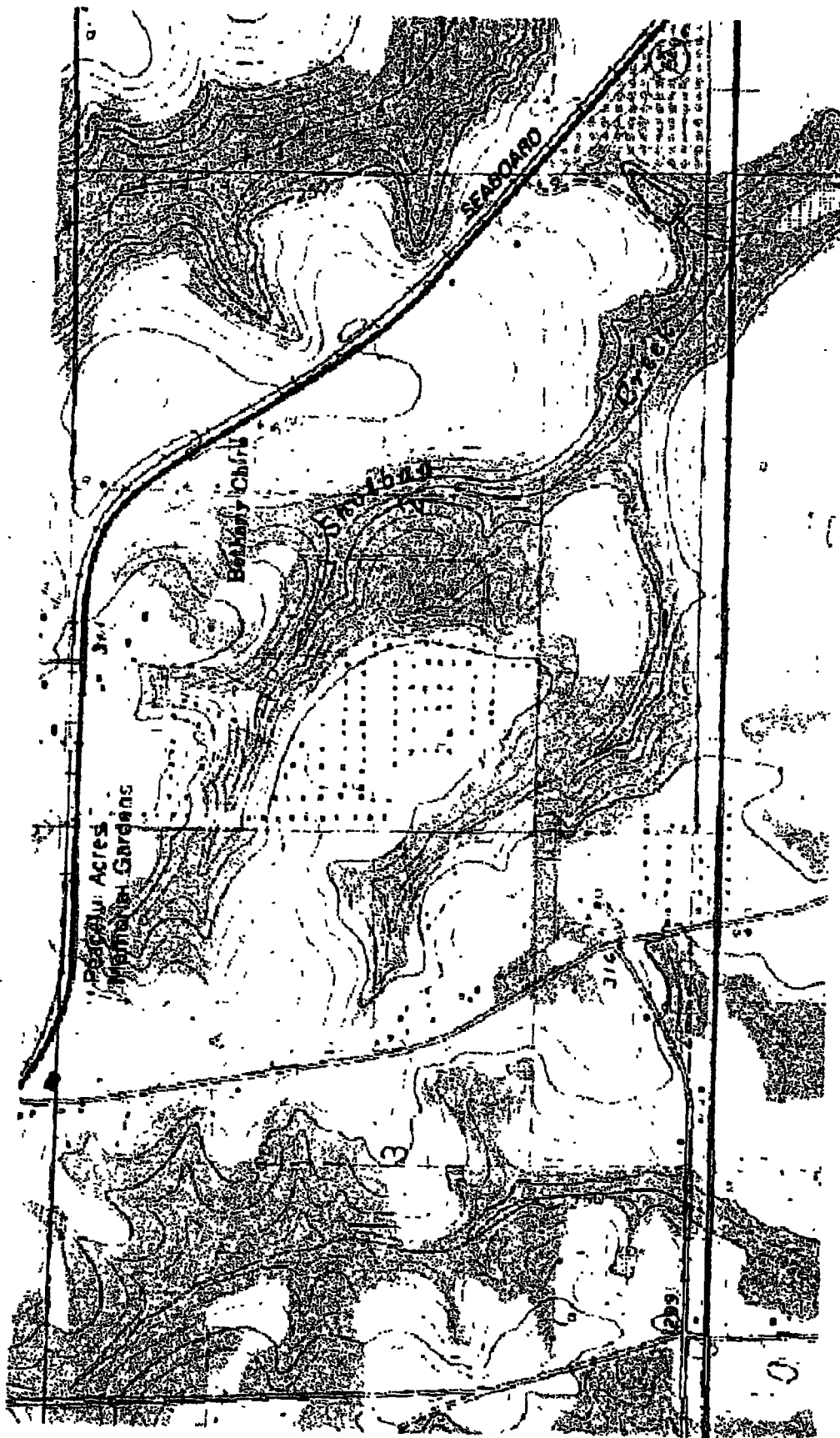
Center: 31.2734°N 86.3064°W
Elevation at center: 236 feet (72 meters)
Quad: USGS Opp West
Drg Name: o31086c3
Drg Source Scale: 1:24,000



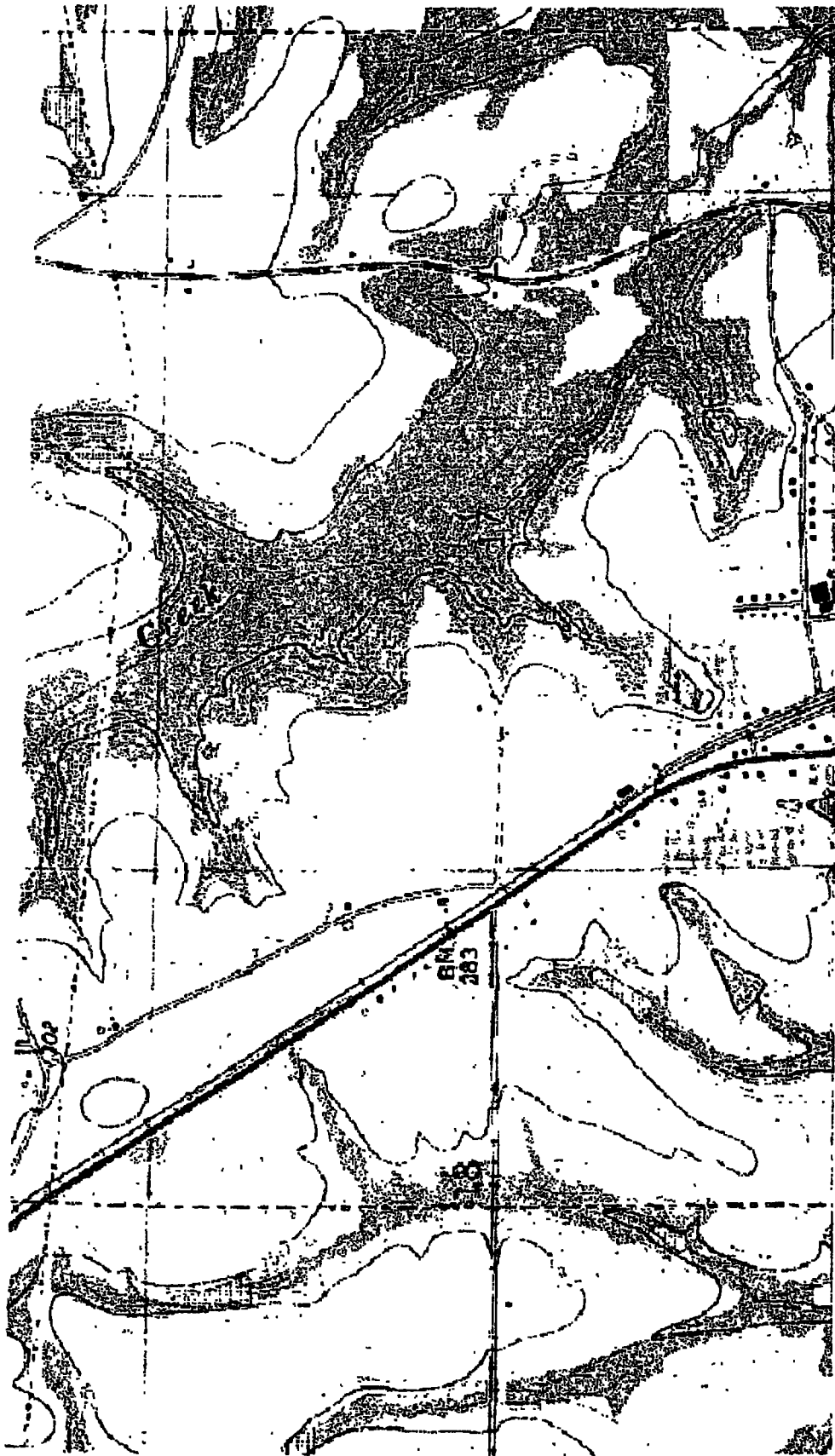
Center: 31.2768°N 86.2776°W
Elevation at center: 305 feet (93 meters)
Quad: USGS Opp West
Drg Name: o31086c3
Drg Source Scale: 1:24,000



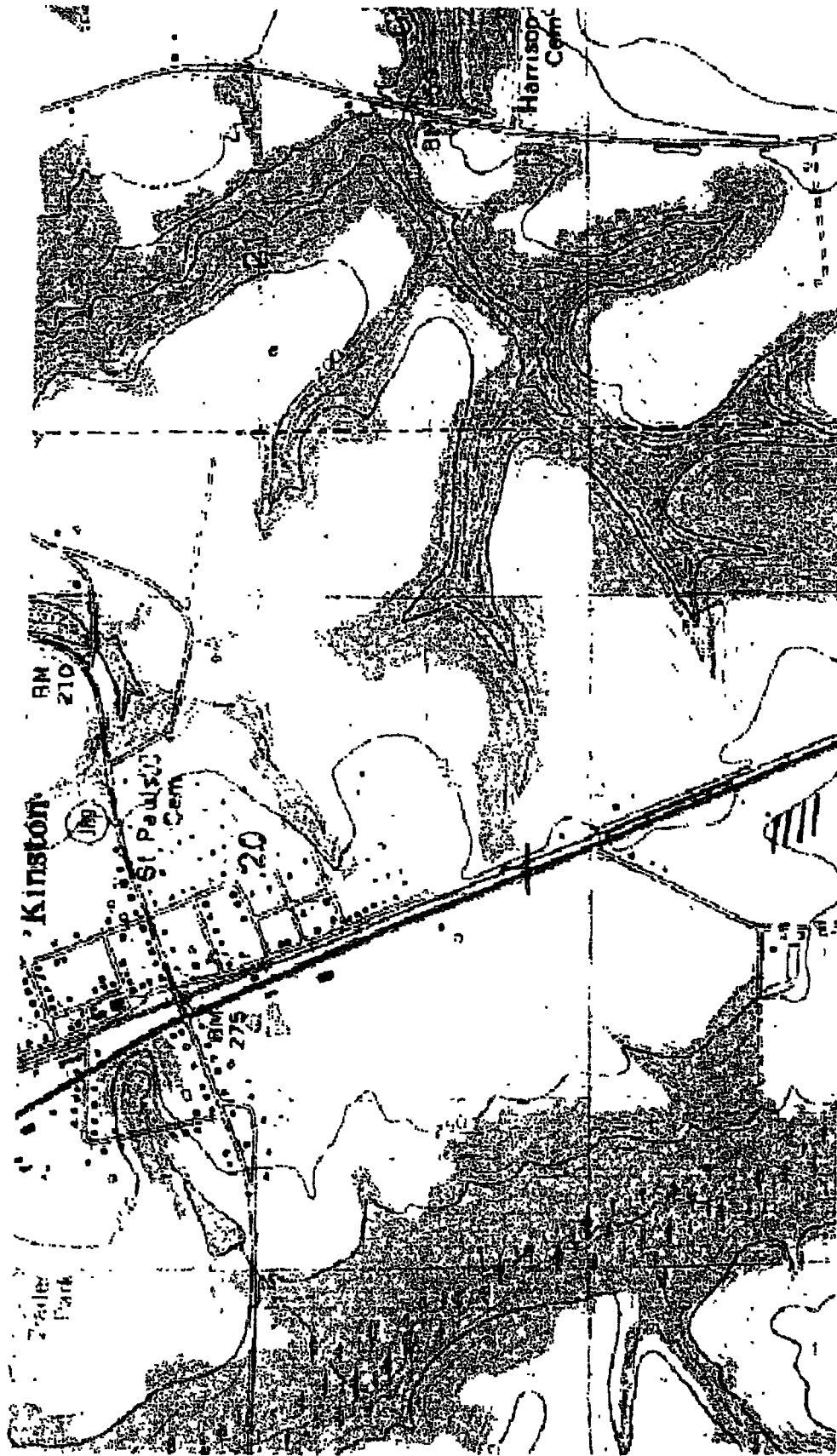
Center: 31.2763°N 86.2449°W
Elevation at center: 325 feet (99 meters)
Quad: USGS Opp East
Drg Name: 031086c2
Drg Source Scale: 1:24,000



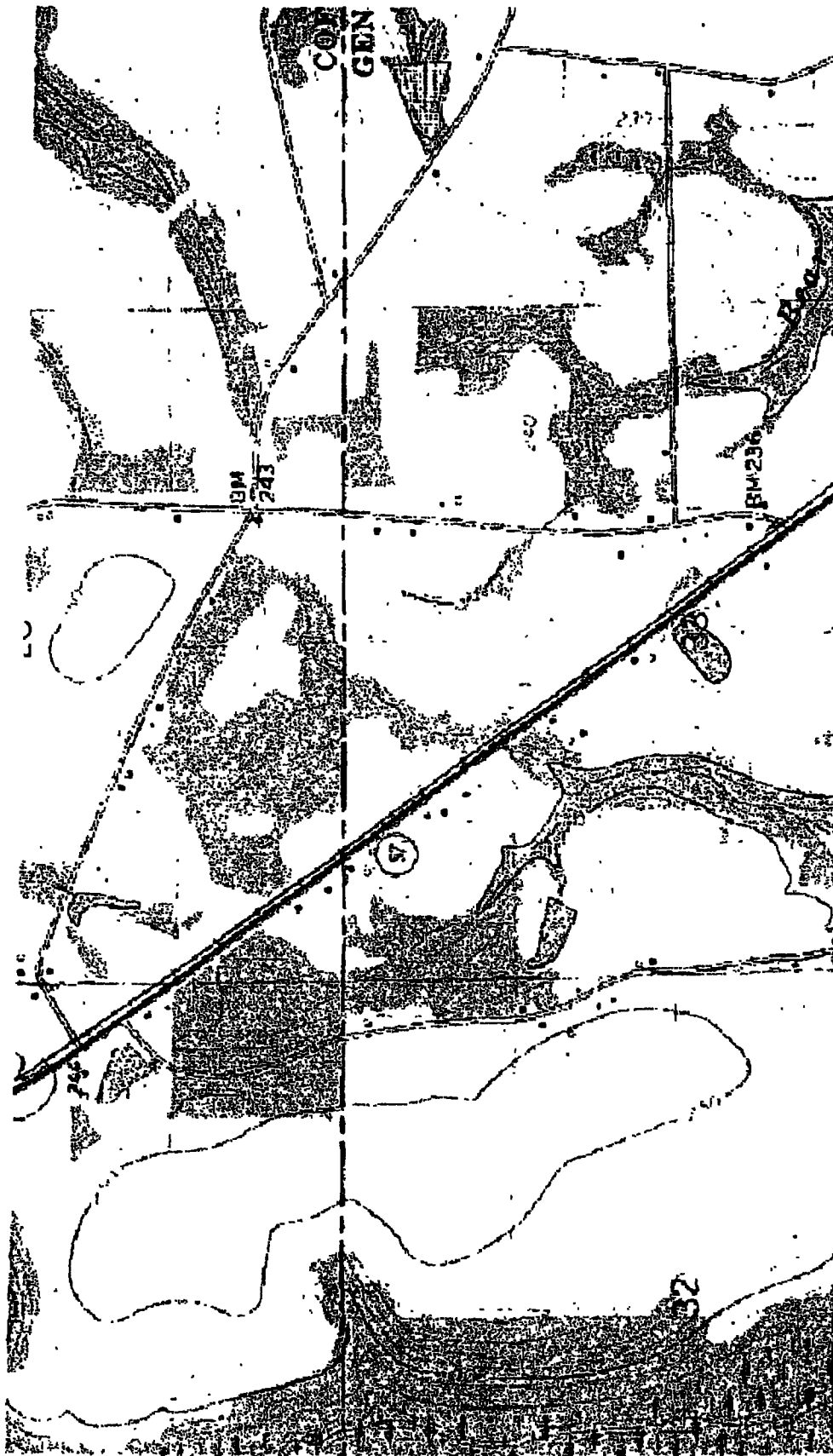
Drg Source Scale: 1:24,000



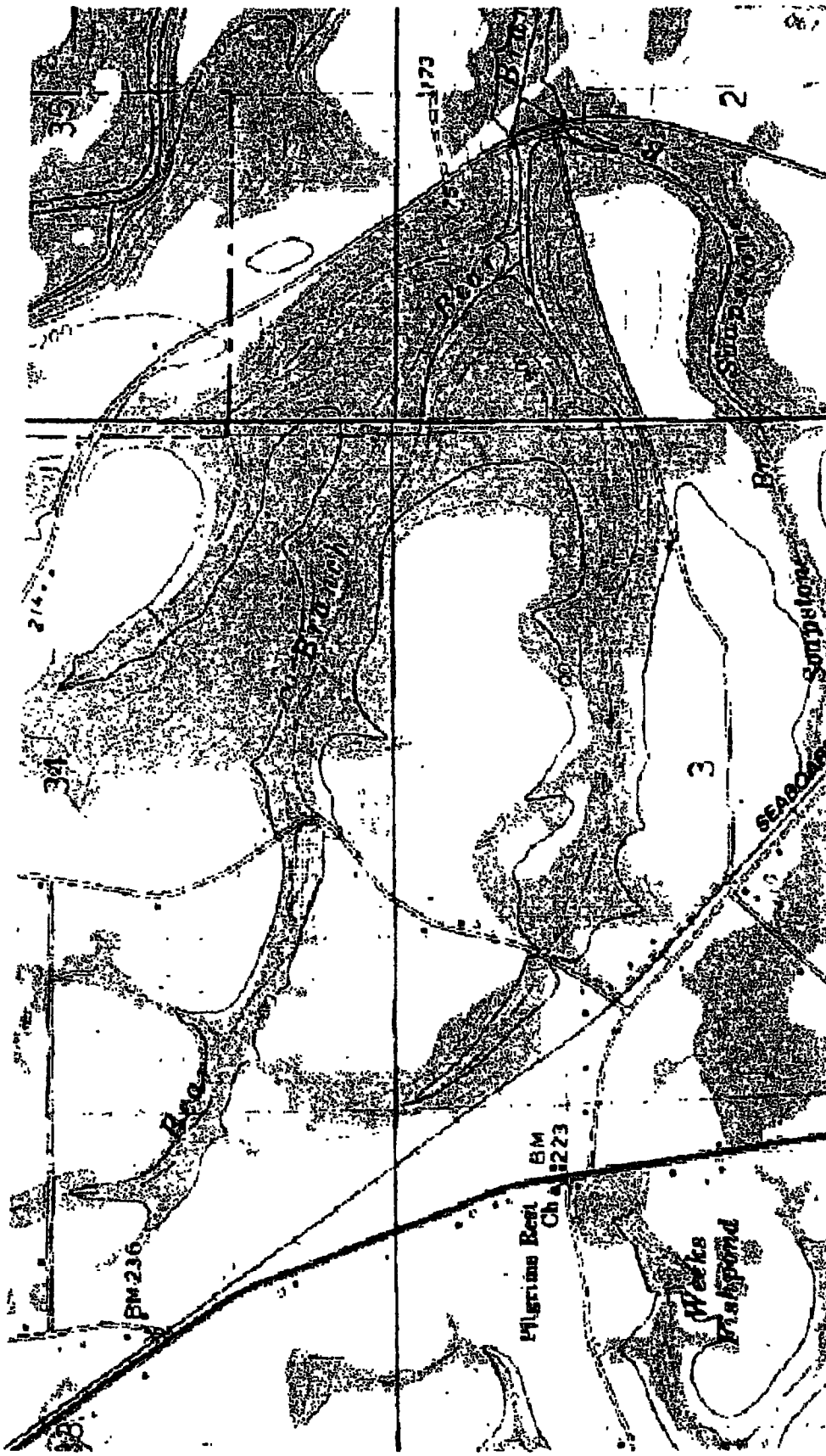
Center: 31.2303°N 86.1735°W
Elevation at center: 295 feet (90 meters)
Quad: USGS Kinston
Drg Name: o31086b2
Drg Source Scale: 1:24,000



Center: 31.2106°N 86.1632°W
Elevation at center: 259 feet (79 meters)
Quad: USGS Kinston
Drg Name: o31086b2
Drg Source Scale: 1:24,000



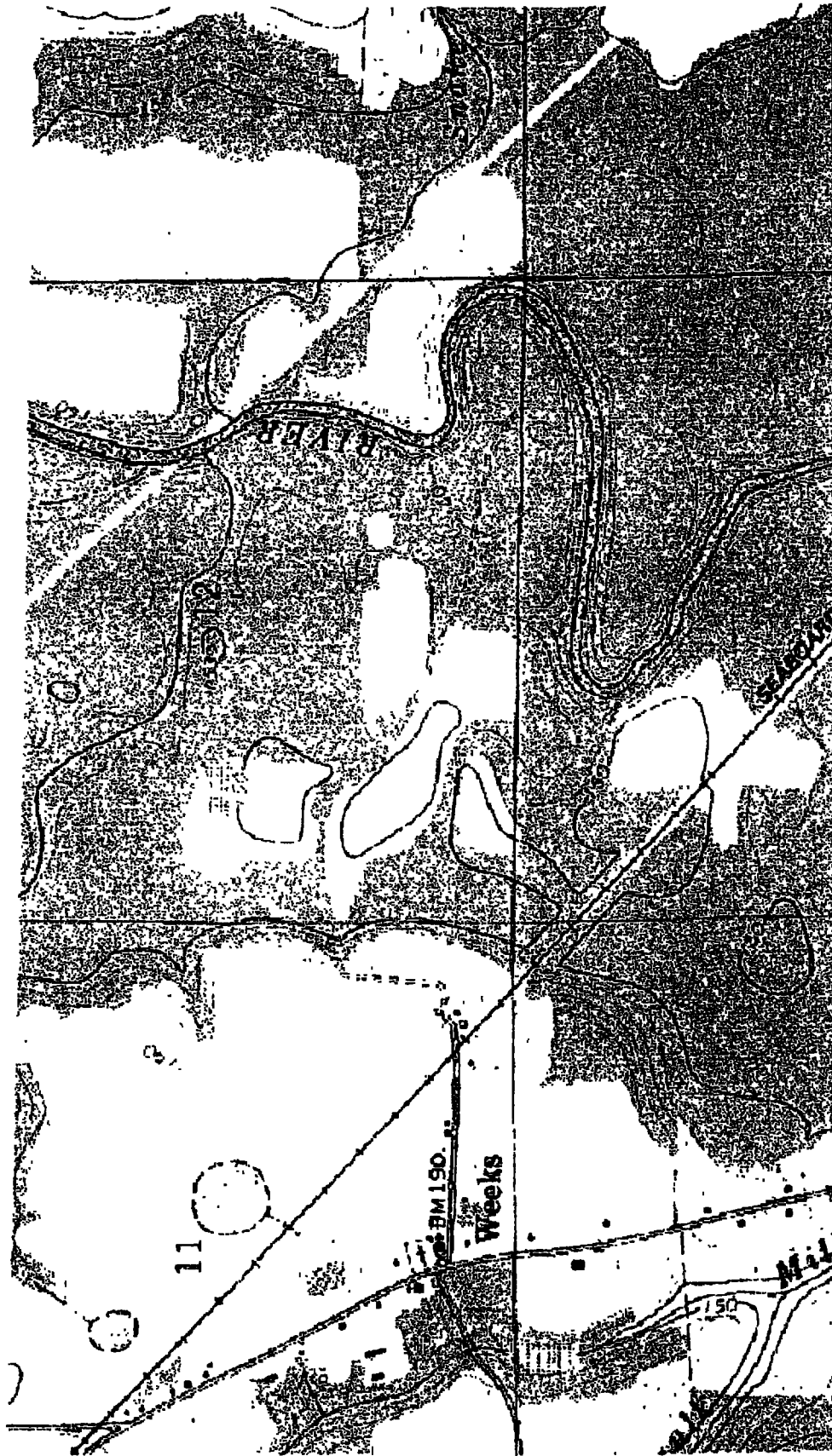
Center: 31.1909°N 86.1533°W
Elevation at center: 223 feet (68 meters)
Quad: USGS Kinston
Drg Name: o31086b2
Drg Source Scale: 1:24,000



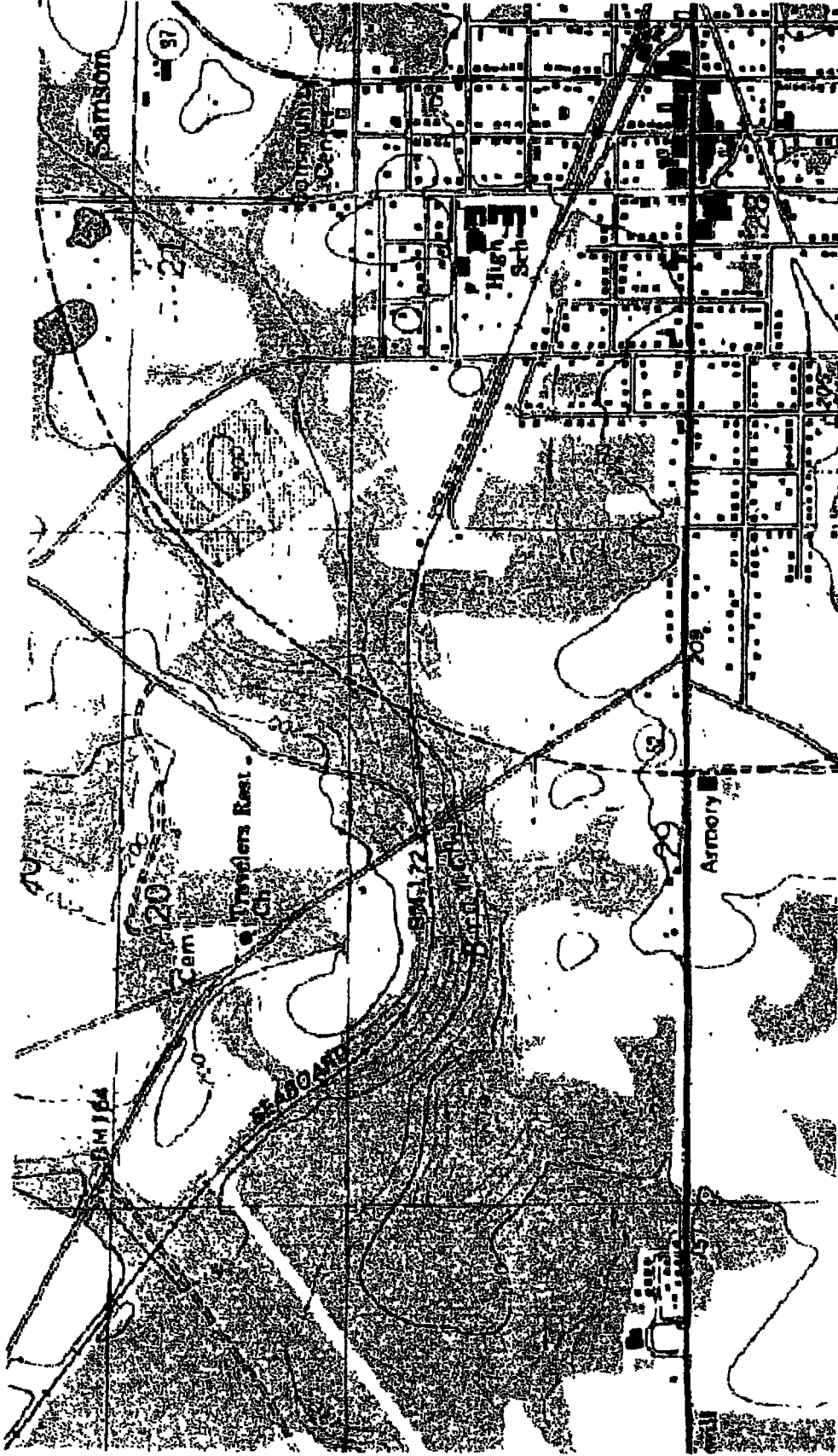
Center: 31.1777°N 86.1328°W
Elevation at center: 220 feet (67 meters)
Quad: USGS Kinston
Drg Name: o31086b2
Drg Source Scale: 1:24,000



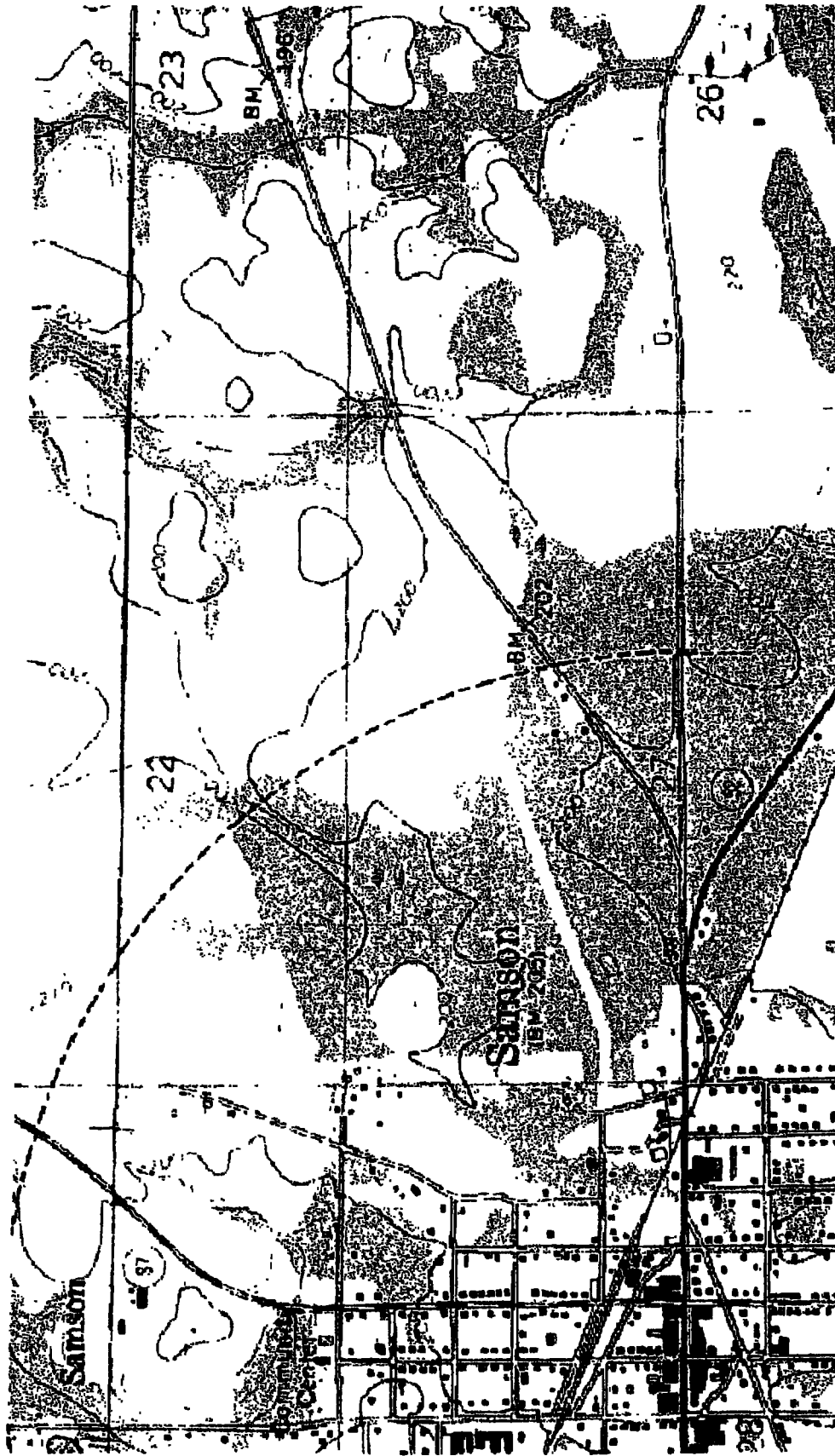
Center: 31.1646°N 86.1235°W
Elevation at center: 190 feet (58 meters)
Quad: USGS Sellersville
Drg Name: o31086b1
Drg Source Scale: 1:24,000



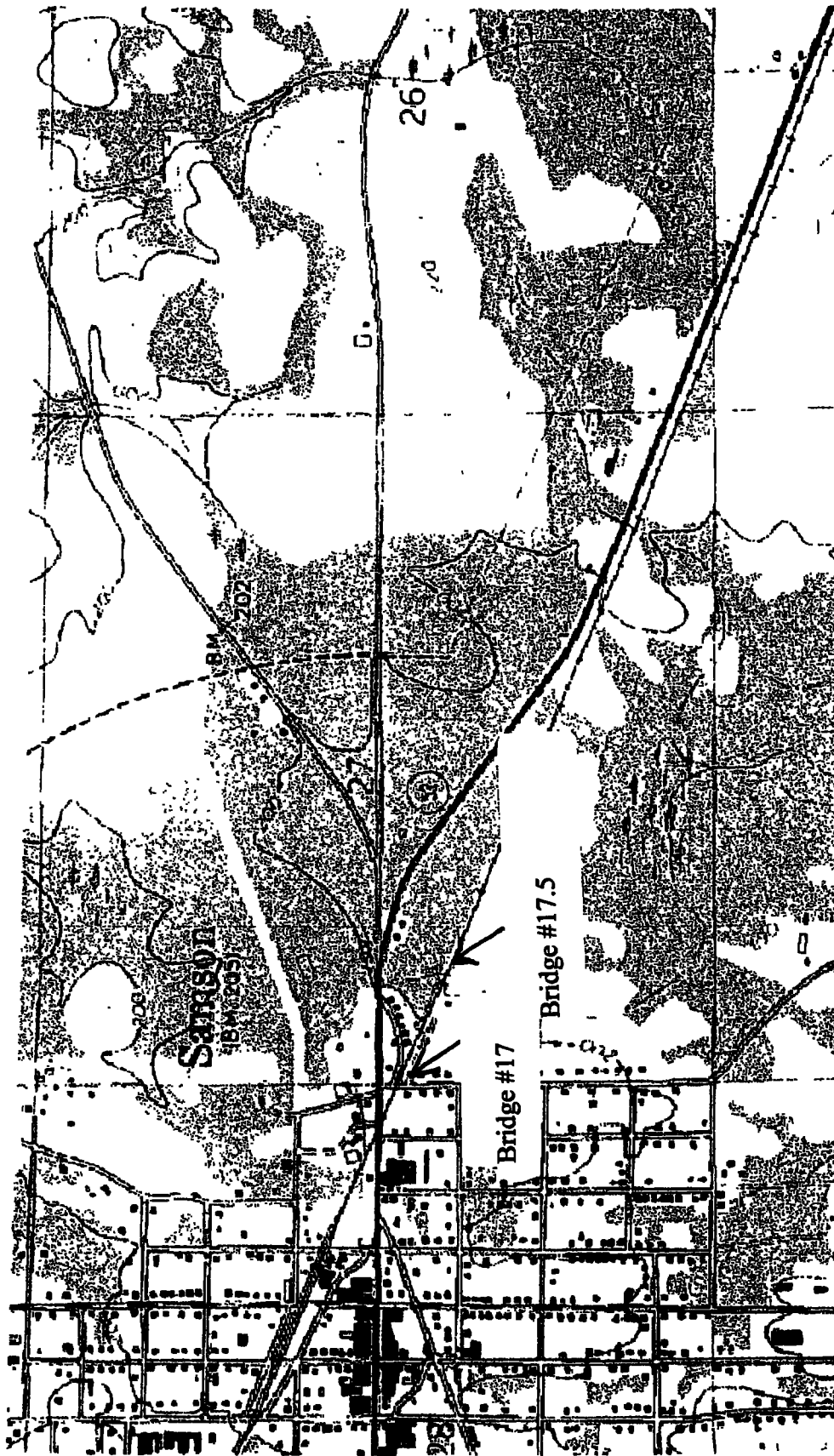
Center: 31.1514°N 86.103°W
Elevation at center: 167 feet (51 meters)
Quad: USGS Sellersville
Drg Name: o31086b1
Drg Source Scale: 1:24,000



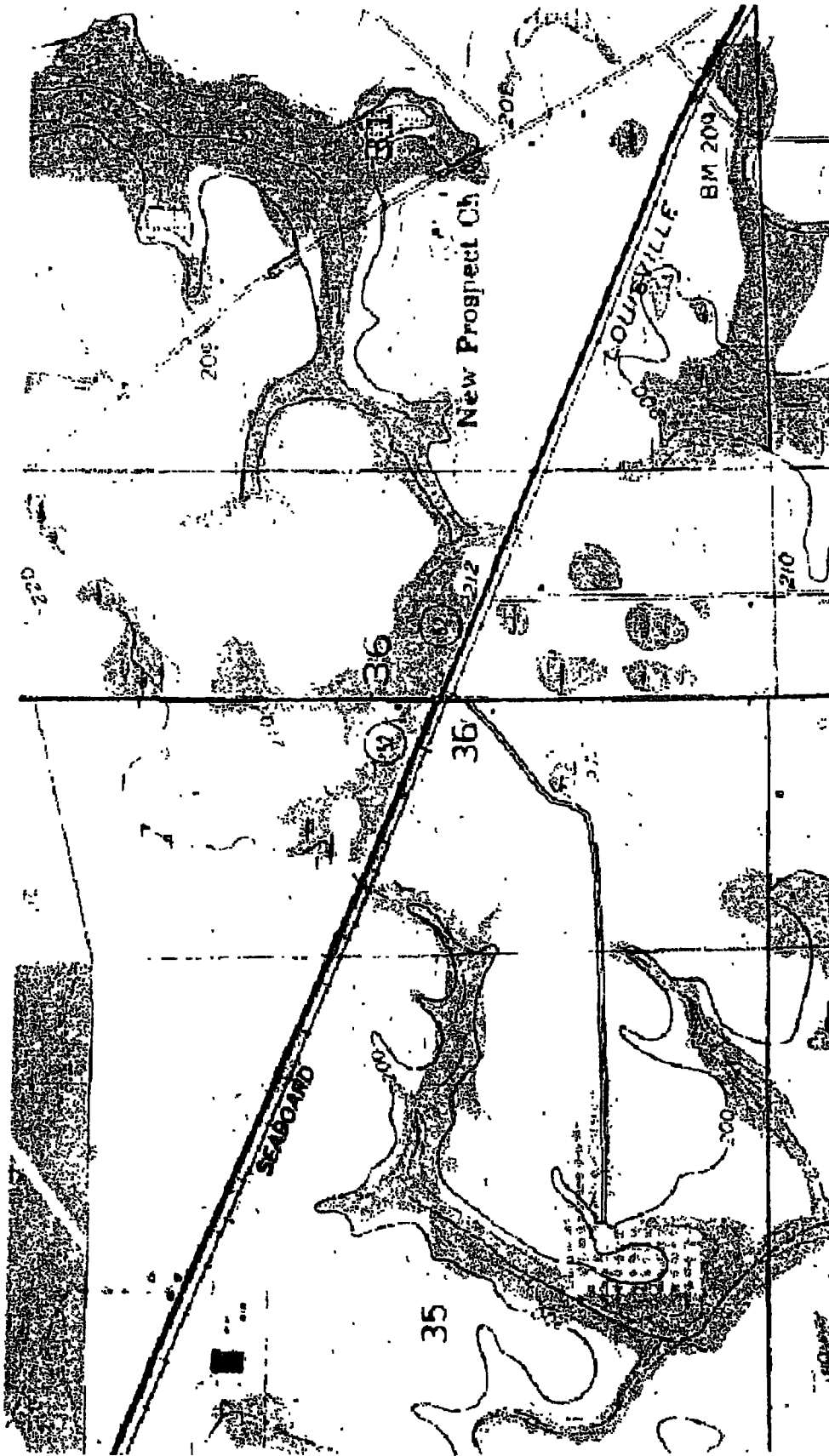
Center: 31.1186°N 86.0623°W
Elevation at center: 197 feet (60 meters)
Quad: USGS Samson
Drg Name: o31086a1
Drg Source Scale: 1:24,000



Center: 31.1186°N 86.0316°W
Elevation at center: 210 feet (64 meters)
Quad: USGS Samson
Drg Name: o31086a1
Drg Source Scale: 1:24,000



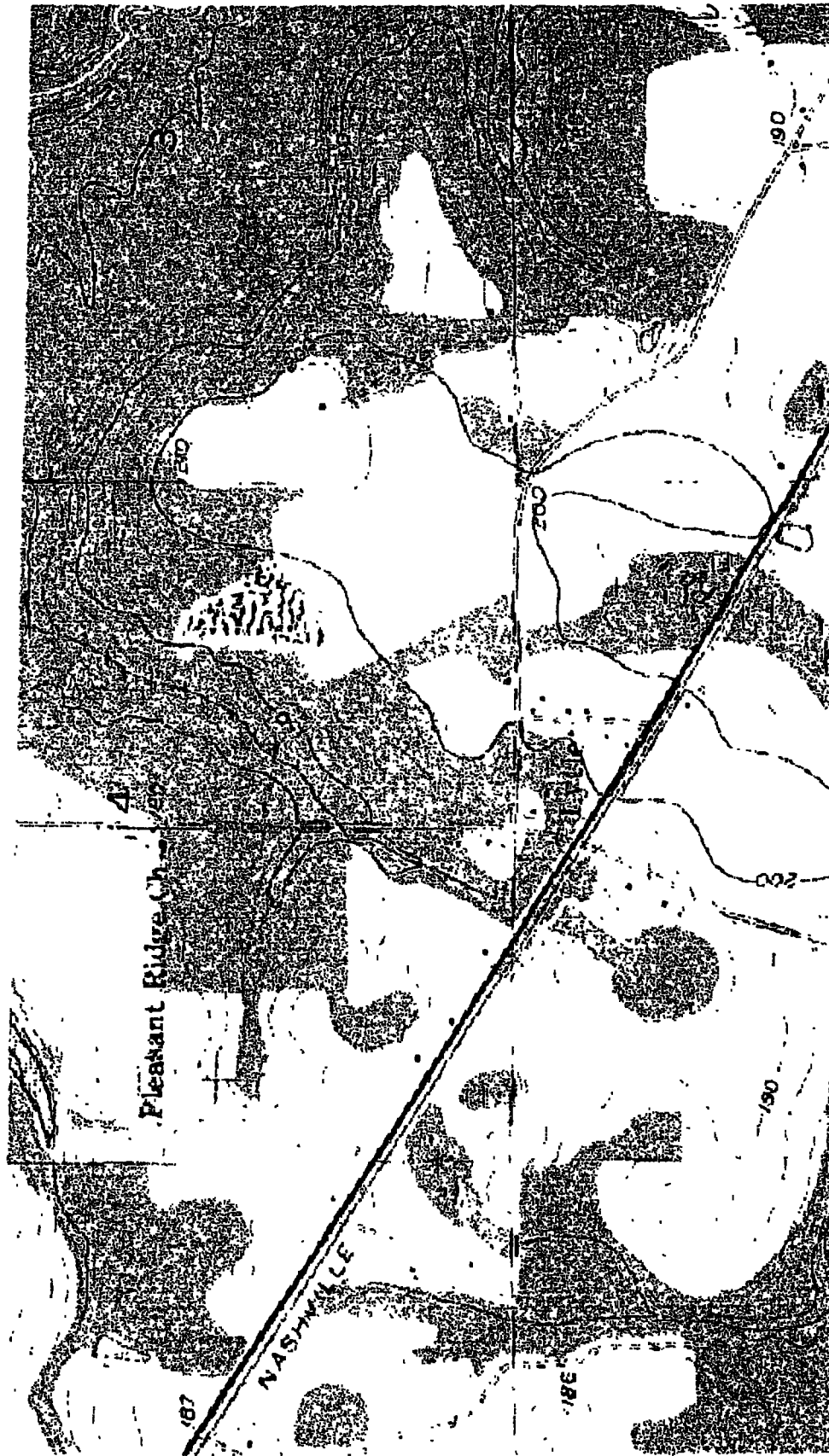
Center: 31.112°N 86.0316°W
Elevation at center: 217 feet (66 meters)
Quad: USGS Samson
Drg Name: o31086a1
Drg Source Scale: 1:24,000



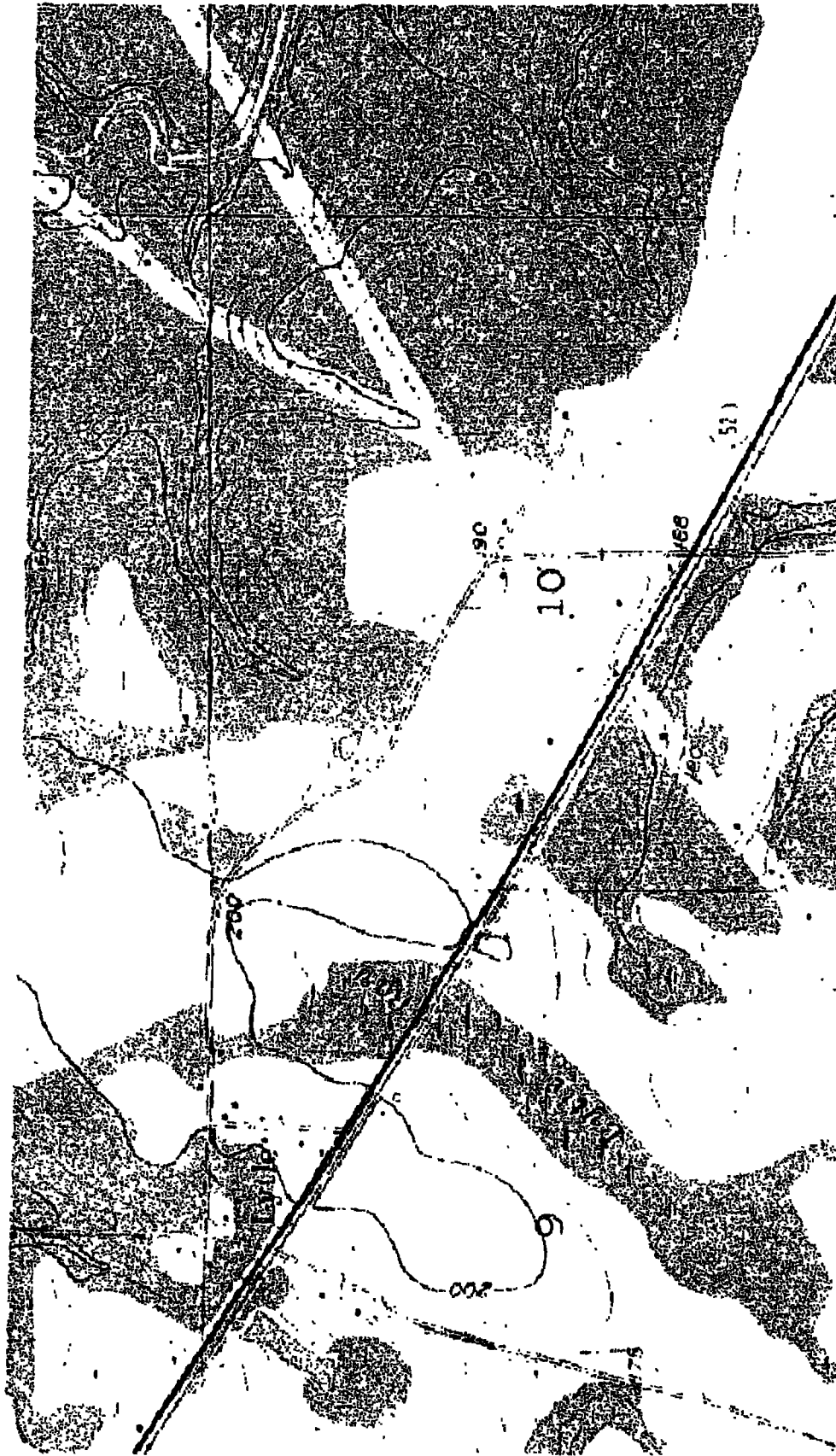
Center: 31.0988°N 86.0008°W
Elevation at center: 236 feet (72 meters)
Quad: USGS Samson
Drg Name: c31086a1
Drg Source Scale: 1:24,000



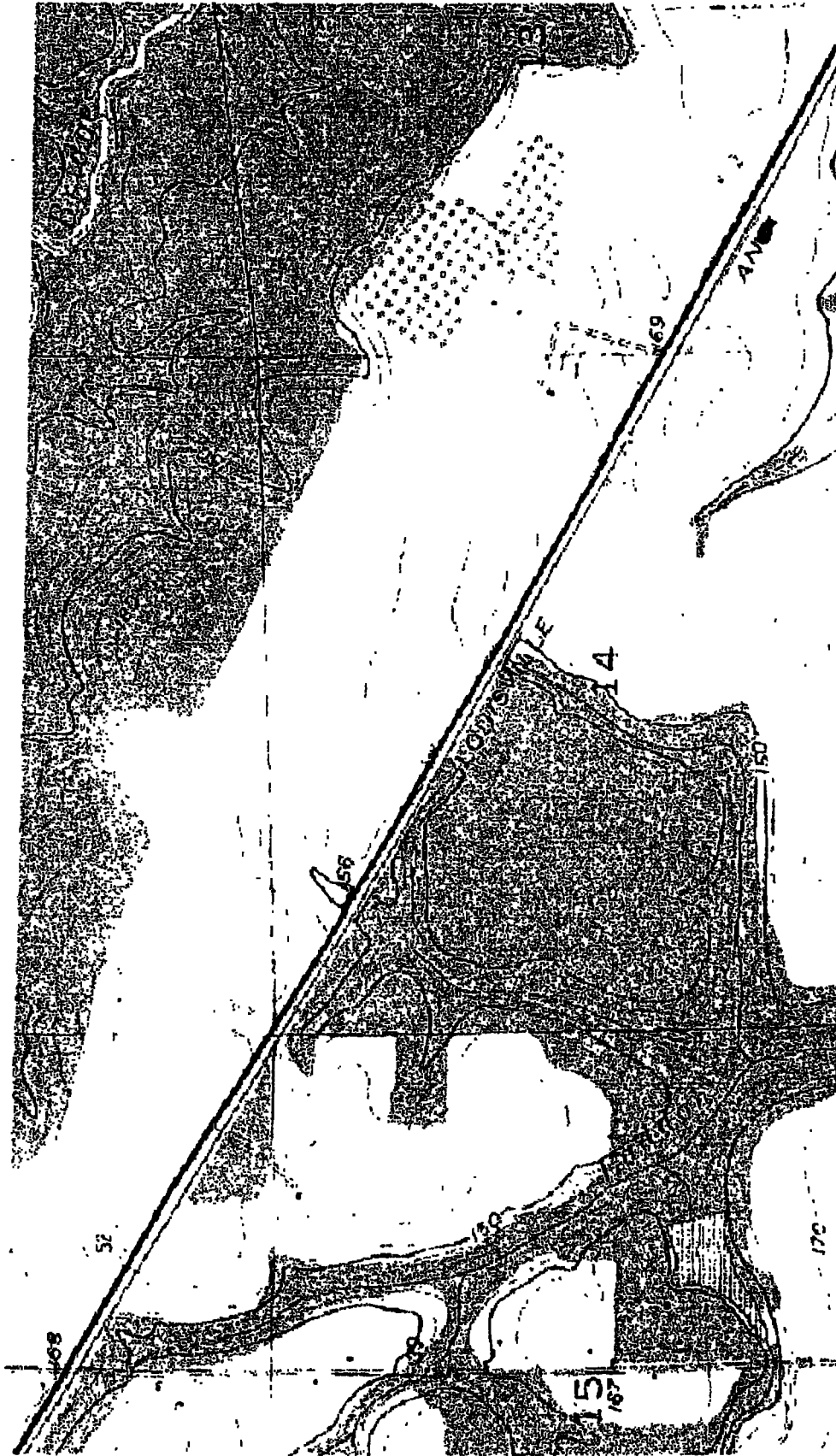
Center: 31.0923°N 85.97°W
Elevation at center: 213 feet (65 meters)
Quad: USGS Geneva West
Drg Name: o31085a8
Drg Source Scale: 1:24,000



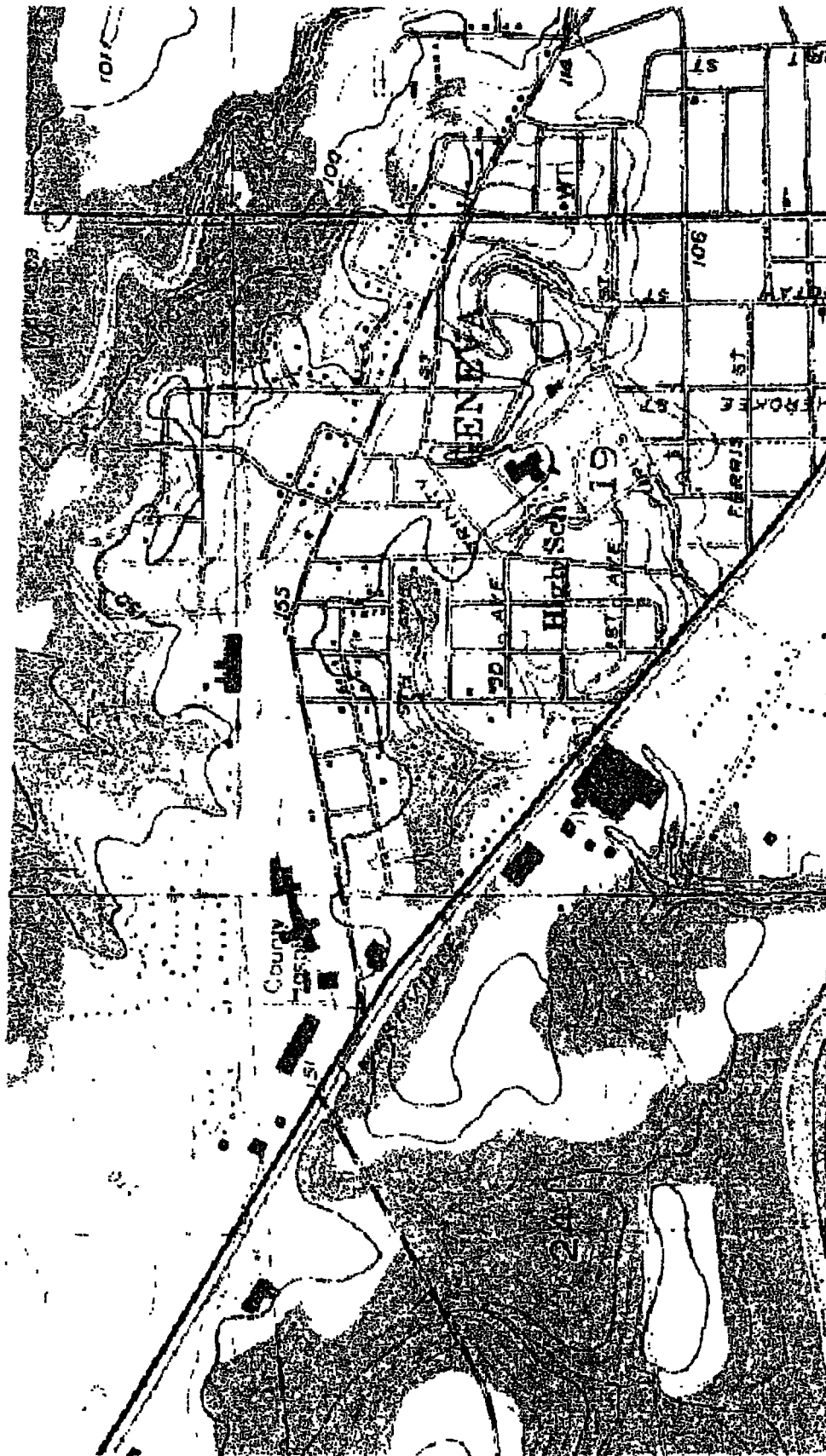
Center: 31.0791°N 85.9495°W
Elevation at center: 240 feet (73 meters)
Quad: USGS Geneva West
Drg Name: c31085a8
Drg Source Scale: 1:24,000



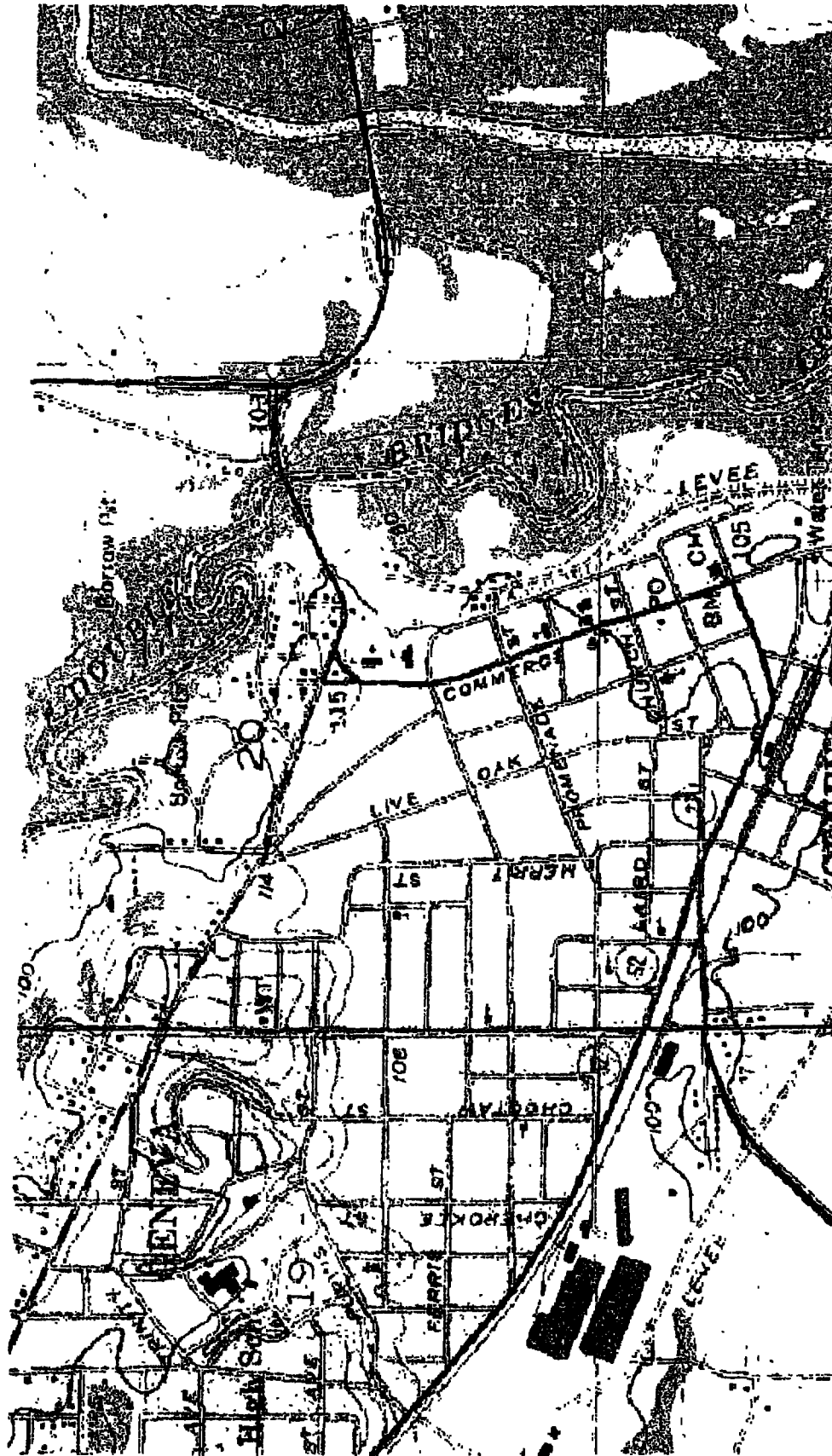
Center: 31.0725°N 85.9393°W
Elevation at center: 213 feet (65 meters)
Quad: USGS Geneva West
Drg Name: o31085a8
Drg Source Scale: 1:24,000



Center: 31.0594°N 85.9188°W
Elevation at center: 187 feet (57 meters)
Quad: USGS Geneva West
Drg Name: c31085a8
Drg Source Scale: 1:24,000



Center: 31.0462°N 85.888°W
Elevation at center: 151 feet (46 meters)
Quad: USGS Geneva West
Drg Name: o31085a8
Drg Source Scale: 1:24,000



Center: 31.0396°N 85.8675°W
Elevation at center: 131 feet (40 meters)
Quad: USGS Geneva East
Drg Name: o31085a7
Drg Source Scale: 1:24,000

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB Docket No. AB-1073X

**ALABAMA & FLORIDA RAILWAY CO., INC.
– ABANDONMENT EXEMPTION –
IN GENEVA, COFFEE, AND COVINGTON COUNTIES, AL**

ENVIRONMENTAL AND HISTORIC REPORT

**EXHIBIT 4 – COLOR PHOTOGRAPHS (STRUCTURES) AND
OTHER SUPPORTING MATERIAL**

[SUPPLIED TO ALABAMA HISTORICAL COMMISSION]

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB Docket No. AB-1073X

**ALABAMA & FLORIDA RAILWAY CO., INC.
– ABANDONMENT EXEMPTION –
IN GENEVA, COFFEE AND COVINGTON COUNTIES, AL**

EXEMPTION NOTICE

DRAFT NOTICE OF EXEMPTION

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. AB 1073X]

Alabama & Florida Railway Co., Inc.—Abandonment Exemption—in Geneva, Coffee, and Covington Counties, AL

Alabama & Florida Railway Co., Inc. (A&F) filed on July 20, 2011, a verified notice of exemption under 49 C.F.R. part 1152 subpart F—Exempt Abandonments to abandon all 42.9 miles of its railroad in Geneva, Coffee, and Covington Counties, AL. The subject rail line extends from milepost 581.3 at Andalusia, AL, to milepost 624.2 at Geneva, AL. The line traverses United States Postal Service Zip Codes 36340, 36420, 36421, 36453, 36467, and 36477.

A&F has certified that: (1) no local traffic has moved over the line for at least 2 years; (2) there is no overhead traffic on the subject line because the subject line is not a “through line;” (3) no formal complaint filed by a user of rail service on the line (or by a state or local government entity acting on behalf of such user) regarding cessation of service over the line either is pending with the Surface Transportation Board (Board) or with any U.S. District Court or has been decided in favor of complainant within the 2-year period; and (4) the requirements at 49 C.F.R. § 1105.7(c) (environmental report), 49 C.F.R. § 1105.11 (transmittal letter), 49 C.F.R. § 1105.12 (newspaper publication), and 49 C.F.R. § 1152.50(d)(1) (notice to governmental agencies) have been met.

Where, as here, the carrier is abandoning its entire line, the Board does not normally impose labor protection under 49 U.S.C. § 10502(g), unless the evidence indicates the existence of: (1) a corporate affiliate that will continue substantially similar rail operations; or (2) a

corporate parent that will realize substantial financial benefits over and above relief from the burden of deficit operations by its subsidiary railroad. See Honey Creek R.R.—Aban. Exemption.—in Henry County, Ind., AB 865X (STB served Aug. 20, 2004); Wellsville, Addison & Galetton R.R.—Aban., 354 I.C.C. 744 (1978); and Northampton and Bath R.R.—Aban., 354 I.C.C. 784 (1978). Because A&F does not have a corporate affiliate or parent that will continue similar operations or that could benefit from the proposed abandonment, employee protection conditions will not be imposed.

Provided no formal expression of intent to file an offer of financial assistance (OFA) has been received, this exemption will be effective on September 8, 2011, unless stayed pending reconsideration. Petitions to stay that do not involve environmental issues,⁶ formal expressions of intent to file an OFA under 49 C.F.R. § 1152.27(c)(2),⁷ and trail use/rail banking requests under 49 C.F.R. § 1152.29 must be filed by _____. Petitions to reopen or requests for public use conditions under 49 C.F.R. § 1152.28 must be filed by _____, 2011, with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001.

A copy of any petition filed with the Board should be sent to A&F's representative: William A. Mullins, Baker & Miller PLLC, 2401 Pennsylvania Ave., NW, suite 300, Washington, DC 20037.

If the verified notice contains false or misleading information, the exemption is void ab initio.

⁶ The Board will grant a stay if an informed decision on environmental issues (whether raised by a party or by the Board's Office of Environmental Analysis (OEA) in its independent investigation) cannot be made before the exemption's effective date. See Exemption of Out-of-Serv. Rail Lines, 5 I.C.C.2d 377 (1989). Any request for a stay should be filed as soon as possible so that the Board may take appropriate action before the exemption's effective date.

⁷ Each OFA must be accompanied by the filing fee, which is currently set at \$1,500. See 49 C.F.R. § 1002.2(f)(25).

A&F has filed a combined environmental and historic report which addresses the effects, if any, of the abandonment on the environment and historic resources. OEA will issue an environmental assessment (EA) by _____. Interested persons may obtain a copy of the EA by writing to OEA (Room 1100, Surface Transportation Board, Washington, DC 20423-0001) or by calling OEA, at (202) 245-0305. [Assistance for the hearing impaired is available through the Federal Information Relay Service (FIRS) at 1-800-877-8339.] Comments on environmental and historic preservation matters must be filed within 15 days after the EA becomes available to the public.

Environmental, historic preservation, public use, or trail use/rail banking conditions will be imposed, where appropriate, in a subsequent decision.

Pursuant to the provisions of 49 C.F.R. § 1152.29(e)(2), A&F shall file a notice of consummation with the Board to signify that it has exercised the authority granted and fully abandoned the line. If consummation has not been effected by A&F's filing of a notice of consummation by September 8, 2012, and there are no legal or regulatory barriers to consummation, the authority to abandon will automatically expire.

Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

Decided: _____.

By the Board, Rachel D. Campbell, Director, Office of Proceedings.